

# MULTIVERSE ROLE-PLAYING GAME





# SWING INTO ADVENTURE!



Websling your way across the Web of Life and Destiny! The *Spider-Verse Expansion* takes you deep into the life of Marvel's most iconic hero, Spider-Man, and all his variants and villains from throughout the Multiverse and across various Earths. This sourcebook for the *Marvel Multiverse Role-Playing Game* gives you new rules for creating Spider-Heroes of your own, along with a deep dive into the Spidey mythos, including a look at select characters from the *Marvel's Spider-Man* video-game series! Explore new ways to build compelling supporting characters, new rules to handle symbiotes and clones and how to deal with your biggest foes (like the Sinister Six)! Plus, new equipment and dozens of new character profiles including Carnage, Chasm, Spider-Ham, Spider-Man Noir and many more!

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# MULTIVERSE ROLE-PLAYING GAME

## SPIDER-VERSE EXPANSION

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The *Marvel Multiverse Role-Playing Game* uses the d616 game engine.

See [Marvel.com/rpg](https://marvel.com/rpg) for more details.



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# INTRODUCTION

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**WELCOME TO THE SPIDER-VERSE EXPANSION FOR THE MARVEL Multiverse Role-Playing Game!** This book concentrates and expands on the adventures of one of the most beloved super heroes of all time: Spider-Man (A.K.A. Peter Parker of Earth-616). The book is titled, however, after the Spider-Verse, the section of the Marvel Multiverse that features all sorts of spider-powered heroes, including favorites like Spider-Man (Miles Morales), Ghost-Spider, Spider-Man Noir, Spider-Ham and Spider-Man 2099.

## HOW TO USE THIS BOOK

It doesn't matter if you're a Narrator or a player—everyone is allowed to read this book. There are no secrets of any kind here that should be kept from players. If you like, you can read this book cover to cover. Here's what you're getting into.

### The Spider-Verse

The Spider-Verse is the section of the Multiverse that's connected by the Web of Life and Destiny. As part of its original design, Spider-Totems (people with Spider-Powers) work to preserve and repair it, whether they're aware of it or not. However, other forces—like the vampiric Inheritors or Shathra, the wasp goddess—wish to conquer the Spider-Verse for their own nefarious ends. This is where the heroes come in, to stand against such threats in epic adventures.

### Spider-Heroes

From there, the book delves into the details about the most important and popular spider-powered heroes. It starts with the original: Spider-Man (Peter Parker), who's been the focus of Marvel stories for over 60 years. From there, it moves on to Spider-Man (Miles Morales), Ghost-Spider

and Spider-Man 2099, giving each of them a full chapter of their own. After that, there's a chapter on every other spider-powered hero who could fit.

### Clones

Two major developments have rocked Peter Parker's life for years. The first was clones: attempts to make identical duplicates of Parker and others in his life. Originally begun by the Jackal (Professor Miles Warren), his process produced Ben Reilly (the Scarlet Spider, the new Jackal and—most recently—Chasm), Kaine (lately, a new version of the Scarlet Spider) and many others. Both Miles Morales and Ghost-Spider have had to contend with clones as well.

### Symbiotes

The other development came from symbiotes like Venom, Carnage and many others, including Knull, the original King in Black. Parker brought the first symbiote in the modern day back to Earth from the original Battleworld, thinking it was nothing more than a high-tech costume made from futuristic fabric. He had no idea how much this would affect his life and that of the Spider-Verse.

### Vital Details

The last two chapters present all sorts of things you can use directly in your games. This includes new tags, traits and powers; new team maneuvers; new equipment; and new rules for secret identities, supporting casts, sinister plots, henchmen, vehicles, power stunts and much more. The book wraps up with profiles for many of the super-powered heroes and villains mentioned in the previous chapters.









# THE SPIDER-VERSE

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**FOR THE FIRST SEVERAL YEARS OF HIS CAREER AS A SUPER** hero, Spider-Man (Peter Parker of Earth-616) believed that he was the only one of his kind. Since then, he's learned differently. Not only is there a massive Multiverse filled with variant universes of all kinds, there's a special subsection in which spider-powered heroes like himself play a gigantic role—a web of connected universes known as the Spider-Verse.

## ORIGIN

The Spider-Verse is a collection of connected universes that are part of the Web of Life and Destiny. In each of these, spider-powered characters known as Spider-Totems feature strongly and work to keep the fabric of the Multiverse from fraying.

The Spider-Verse grew from an actual, physical Web of Life and Destiny in Earth-001. It was created there by Neith, the goddess of spiders, who built it as a map of the Multiverse. It's a three-dimensional construct in five-dimensional space that models the entire Multiverse and allows people to use it to travel between universes, and Neith populated it with spiders to maintain it.

Neith's sister—Shathra, goddess of wasps—resented her sister's success at building the Web of Life and Destiny, along with the praise this earned from their mothers, the Earth goddesses, Gaea and Oshtur. Shathra had attempted to create a similar map of the Multiverse, but she crafted it as a hive, one under centralized control that did not allow for free will. The Web, on the other hand, permitted individuals to forge their own destinies by means of their choices.

## HISTORY

Sometime after the creation of the Web of Life and Destiny, Earth-001—otherwise known as Loomworld—fell to the Inheritors, a family of vampiric immortals, who feasted on the essences of Spider-Totems. Spider-Man (Peter Parker) first met one such Inheritor when Morlun attacked and nearly killed him, but he had no idea of the extent of the threat that Morlun represented.

## Spider-Totems

Totems are avatars of particular kinds of beings. Neith created Spider-Totems to travel through the Multiverse, fixing broken threads, and she broke their responsibilities down to a number of roles. These include:

- ▶ **The Bride/The Queen:** The weaver of hidden threads, which introduce luck (or chaos) into the Web.
- ▶ **The Gatekeeper:** The one who judges whether the Spider-Totems are worthy of the powers they've been granted.
- ▶ **The Great Weaver:** The one who oversees all the Spider-Totems.
- ▶ **The Master Weaver:** The one whose job it is to maintain the Web of Life and Destiny.
- ▶ **The Other:** An often-monstrous manifestation of Spider-Powers that can offer worthy Spider-Totems the chance to be resurrected by leaning into their spider side.



- ▶ **The Patternmaker:** The one who strengthens the Web by weaving connections between the threads. Also the backup for the Master Weaver.
- ▶ **The Scion:** The youth who is destined to become a great hero.

All other spider-powered heroes are considered Spider-Totems, but the ones listed above have special roles. When the Spider-Totems gathered to battle the Inheritors, they considered Peter Parker of Earth-616 to be the greatest among them, as he was the only one to have defeated an Inheritor—Morlun—at that point.

### The Inheritors

The Inheritors claim to be Leech-Totems, creatures that must feed on the lives of others to survive, particularly those of other totems and even of gods. In their desire to wield control over the Web of Life and Destiny, they developed a taste for the Spider-Totems who maintain it, and they took to hunting these totems across the Spider-Verse.

This large and ravenous family rules over Loomworld from the Great Hall in the heart of their conquered realm, which is littered with trophies from the many other universes they've dominated. The Inheritors include:

- ▶ **Solus:** The father and ruler of them all.
- ▶ **Bora:** Twin to Brix, with whom she is constantly competing.
- ▶ **Brix:** Twin to Bora, with whom he is constantly competing.
- ▶ **Daemos:** The eldest, who knows he is not destined to be Solus' heir.
- ▶ **Jennix:** The research-minded man who maintains the cloning service that restores the Inheritors when they die.
- ▶ **Karn:** The man who was cast out after accidentally causing his mother's death, but he was destined to become the Master Weaver.
- ▶ **Morlun:** The first Inheritor who Peter Parker of Earth-616 met. He was destined to be Solus' heir.
- ▶ **Verna:** A woman who uses captured animal-related super-people as her Hounds to help her hunt Spider-Totems.

The Inheritors had the means to restore themselves into clone bodies if slain, making it nearly impossible to kill them permanently. However, they lost this capability during the first Spider-Verse crisis.

### The First Spider-Verse Crisis

The Inheritors knew how to perform a ritual that would destroy all Spider-Totems across the Multiverse and prevent new ones from being created, but to do so, they needed to spill the blood of the Bride (Silk), the Other (Scarlet Spider, A.K.A. Kaine Parker) and the Scion (Benjy Parker, infant brother of Spider-Girl of Earth-982) on the Web of Life and Destiny. When the Spider-Totems rose up to unite against them, the Inheritors decided to put this plan into action.

To help stop this, the Spider-Army ended the Inheritors' ability to restore themselves instantaneously to fresh clone

bodies. Afterward, the Scarlet Spider (Kaine Parker) tapped into his power as the Other and became a gigantic spider. In this form, he killed Solus, who—no longer able to return—had his mind preserved in a large red crystal.

Although the Spider-Totems lost many of their kind to the Inheritors, they managed to stop the villains from executing their ritual. They also brought the banished Inheritor, Karn, into their fold for the final battle against his remaining family, led by Morlun, in Earth-001. The heroes sent the surviving Inheritors to Earth-3145, a world that had been destroyed in a thermonuclear disaster. The Inheritors were immune to many things, but they were vulnerable to radioactivity, and they were forced to take shelter together in that world's version of the bunker in which Silk had hidden from them for so many years, effectively imprisoning them there.

After the battle, the time-displaced Superior Spider-Man (Otto Octavius) killed the Master Weaver in an attempt to keep Peter Parker's body, rather than be fated to relinquish control of it to Parker. Silk stood ready to take the Master Weaver's place to help heal the Spider-Verse. When the Master Weaver was unmasked, though, he was revealed as a later version of Karn. Accepting his eventual fate, Karn took over the Master Weaver's role instead.

### Spider-Geddon

A force of Spider-Totems known as the Web-Warriors set up on Loomworld to monitor the Inheritors and dismantle their empire, returning the stolen bits of their conquered worlds back to their proper universes. Eventually, the Inheritors escaped from Earth-3145 and set out to have their revenge on the Spider-Totems. They did so by tapping into new cloning machinery that Doctor Octopus (as the Superior Octopus) had set up to transfer his consciousness into a clone body in the event of his death, and they transferred themselves into his cloned bodies instead.

After defeating the Spider-Totems who stood against them, the Inheritors decided to conquer Earth-616 and make it their new homeworld, while also retrieving the crystal that held the mind of their patriarch, Solus. Octavius had destroyed his lab to keep the Inheritors from using his machinery, so they raided New U for the machinery the new Jackal (Ben Reilly, now the Scarlet Spider once more) had developed. They eventually managed to bring Solus back to life.

Meanwhile, Verna returned to Loomworld and slew her brother Karn, whom the Spider-Totems had left in charge. After realizing this, Spider-Man of Earth-44145 (Norman Osborn) went to Loomworld and destroyed the Web of Life and Destiny to seal off Earth-616 from the rest of the Spider-Verse, trapping the heroes and the Inheritors in the same universe.

Spider-Man (Miles Morales) led the battle against the Inheritors by summoning the Enigma Force and tapping into the powers of Captain Universe. When Octavius and Reilly came up with a way to ensure the next bodies the Inheritors transferred themselves into were helpless infants, the heroes cut loose and destroyed the adults, forcing that to happen.

Spider-Ma'am (Aunt May of Earth-3123) took the babies back home with her to raise them to be better people. Only Morlun avoided this fate.

During the crisis, Spiderling (Anna-May Parker of Earth-18119) had discovered that she was the Patternmaker, and





she set out to rebuild the Web of Life and Destiny. In the meantime, Ghost-Spider (Gwen Stacy of Earth-65) was the only remaining Spider-Totem who could travel the Spider-Verse with ease.

### The End of the Spider-Verse

Later, another crisis brought the Spider-Totems together once more. This time, the threat came from Shathra, the wasp goddess, whom Spiderling accidentally summoned while rebuilding the Web of Life and Destiny. Shathra used her Spider-Wasp Venom to recruit Spider-Totems into her hive mind, starting with Spiderling. She transformed Spiderling into a wasplike version she called Nestling and commanded her to change the Web of Life and Destiny into the Great Nest, in which there would be no free will.

Learning of this, Madame Web (now Julia Carpenter of Earth-616), the new Spider-UK (Zarina Zahari) and Araña worked to rebuild the Spider-Army to stand against the Inheritors. They did so in an effort to protect Spider-Man (Peter Parker of Earth-616), whom they believed was the Chosen One who would save them all. To that end, they convinced Morlun to join their cause, as Shathra had already converted many of the Spider-Totems to her side, although heroes from Earth-616 seemed to have some immunity to the Spider-Wasp Venom.

Perhaps most terrifying, the converted heroes had a magic knife called the Totem Dagger, which could cut any Spider-Totem stabbed with it from the Web of Life and Destiny. This unraveled their entire existence, making it as if they had never been born. Spider-Man (Peter Parker) fell prey to it, leaving Silk as the leader of the Spider-Heroes in Earth-616.

Amazingly, while the Totem Dagger removed Spider-Man from the world, it left Peter Parker alive, although he never gained powers.

The heroes and Morlun made an assault on Loomworld. When it seemed they had lost, Morlun turned on Silk, who defended herself with the Totem Dagger. Striking Morlun with it released every Spider-Totem he'd ever devoured, restoring the Web of Life and Destiny. The renewed Spider-Heroes defeated Shathra with the help of Parker, who had developed a web-shooter that fired the last remaining bit of the Web of Life and Destiny at her.

In the aftermath, Neith arrived and gave the heroes a talisman that Araña used to restore all the heroes the Totem Dagger had harmed. This included one hero who had been gone for so long that everyone had forgotten him entirely: Spider-Boy (Bailey Briggs).

### PLAYING IN THE SPIDER-VERSE

Spider-Verse adventures tend to be all-encompassing threats that call for the formation of gigantic teams of spider-based heroes. They happen often enough that the Spider-Totems have banded together to prepare for the next bout of trouble. The most recent such team is the new Spider-Society, led by Madame Web (Julia Carpenter), Araña and Spider-Man of Earth-2099 (Miguel O'Hara), who have played large parts in many of these crises.

### Themes

Spider-Verse stories usually focus on threats to the Web of Life and Destiny and the mythology built up around the Spider-Totems. Not all of the heroes believe in such mumbo jumbo, but that doesn't make the dangers any less real.



In addition, these stories involve the many variants of Spider-Man (Peter Parker) and the panoply of spider-powered heroes who spring from his ongoing saga as the original Spider-Man in Earth-616. Most of these events start by introducing a new group of Spider-Totems who are destined to play important roles in the upcoming struggle. Many times, these are fresh new takes on heroes, like Ghost-Spider, who first appeared in the original war against the Inheritors.

The stories often focus on the advantages that teamwork and diversity bring to the Spider-Totems. Bound together by the Web of Life and Destiny and the predictions of precognitives like Madame Web, the heroes have both the power and the responsibility to preserve the Spider-Verse.

## Goals

Although the Spider-Totem teams do their best to prepare for multiversal threats, they often wind up blindsided by cunning foes who have been plotting in secret. Because of this, the heroes' adventures are usually reactions to these attacks.

The Spider-Totems' main goal is to band together to protect each other from such assaults. As part of that, they work to protect the Web of Life and Destiny, which connects them all and forms the foundation of the Spider-Verse and the wider Multiverse.

## Style

The Spider-Totems involved in these adventures often become friends, despite the fact that they reside in separate universes. However, large groups often wind up breaking into different factions. They usually have the same goal but conflicting philosophies about how to reach it.

In many cases, the arguments come down to disagreements about what kinds of actions are necessary—or even tolerable—to achieve victory. Should the heroes be willing to kill to keep all of reality safe? Or is that a line they should never cross?

Because of this, even within the Spider-Totem teams, people are wary of spies and potential betrayals. In the end, the ones who triumph—always by sticking to their principles—form bonds with each other that are stronger than ever.

## Headquarters

Since the first Spider-Verse crisis, the Spider-Totems have taken pains to establish headquarters for their operations. These are often places where they hope to find some respite from the threats they face, and in times of peace, they serve as a central hub (like the center of a web) for their operations.

Loomworld (Earth-001) served as the headquarters after the first defeat of the Inheritors. More recently, the Spider-Society has been working out of the Sims Tower in Manhattan in Earth-616. It was originally built by Ezekiel Sims, the man who first warned Peter Parker about Morlun, and the bunker in which Silk spent many years is located in the basement.

## Knowledge

Spider-Verse adventures often revolve around knowing or learning important information. Madame Web helps by informing the other heroes about potential futures, but Araña has played a big part by translating ancient runes that describe the functions of various Spider-Totems and even the runes of inscribed objects like the Totem Dagger.





The villains are often unaware of these details or only partially understand them. Without the heroes acquiring such knowledge, the efforts to protect the Web of Life and Destiny would be doomed to fail.

## Going Home

At the end of Spider-Verse stories, most of the heroes go back to their respective universes. This is where they can enjoy their triumph among the friends and family they care about most.

However, not all heroes have that option. Some have lost their universes, and others don't have anyone to go back home to. These heroes often form the core of the Spider-Totems' unified efforts to rebuild after the most recent crisis and keep a lookout for new threats in the future.

## Adventure Hooks

Here are some adventure hooks for heroes seeking to explore the wider Spider-Verse.

- ▶ Spider-Man 2099 asks the heroes to preside over the first Spider-Society Town Hall, a meeting where members can lodge complaints and make requests. However, once the meeting starts, it becomes clear that a lot of Spider-People have complaints, and not all of them are willing to wait peacefully for Miguel O'Hara to address them. Can the heroes handle a nearly infinite bucket of grievances before an angry mob runs O'Hara out of office? Do the heroes even want Spider-Man 2099 to remain in charge, or do some of the heroes have grievances of their own?
- ▶ Noting significant weaknesses in the Spider-Society's defenses against water-based threats, Spider-Man (Peter Parker) starts a Spider-Navy. As new recruits into the program, the heroes must spar against friendly variants of Hydro-Man in the Navy's Olympic-sized Spider-Pool. However, unbeknownst to Parker, not all of these Hydro-Men are as friendly as they seem. Can the heroes defeat these foes while immersed in their element? Or will the rain come down and wash the spiders out?

- ▶ The heroes are approached by a powerful sentient sphere calling itself the Inheritance. This slimy, mystic orb claims to be the progenitor of not only the Inheritors but all Leech-Totems across existence, and it asks to speak with the heads of the Spider-Society to work out a peace treaty. Do the players trust it and lead it to the Spider-Society, or do they risk trying to strike it down? What does the Inheritance really want? Is it even a god, or is it another villain masquerading as one?

- ▶ Araña asks the heroes to accompany her on a Spider-Society recruitment drive to another universe that features a near-utopian Earth where literally everyone has Spider-Powers. With such a wide pool of potential candidates to choose from, how do the heroes find people with truly heroic spirits? More importantly, how do the people of this world react to the Spider-Society's presence? Do they see the heroes as potential allies or as insidious villains trying to draw them out of their ideal world into a chaotic and messy Multiverse?

- ▶ A robotic version of Morlun calling itself N.U.L.R.O.M. arrives in the heroes' home universe, requesting asylum. There's a group of ferocious-looking mechanical Spider-People pursuing him across the Multiverse, bent on his destruction. Do the heroes try to help him, or—knowing what they do about Morlun—do they throw him to the wolves? What did the robot do to earn the ire of these strange Spider-Bots? Are they a threat to the larger Multiverse? Is N.U.L.R.O.M.? Or perhaps they all are.











# SPIDER-MAN (PETER PARKER)

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**THE ORIGINAL SPIDER-MAN (PETER PARKER FROM EARTH-616)** is the basis for all the others—at least from the point of view of people on his Earth. He's one of the most popular and powerful of the spider-powered heroes who pervade the Multiverse, and in his time, he's gone from a bullied high-school kid to a leader of heroes across the Spider-Verse.

## ORIGIN

While Midtown High School student Peter Parker attended a science demonstration, a spider lowering itself through a beam of radiation fell from its web and landed on him. Before it died, it bit him on the back of the hand. The spider's radioactive venom gave Parker the proportional strength and agility of a spider, as well as the ability to crawl up walls and a Spider-Sense that warned him of danger.

At first, Parker used his new powers to stand up to bullies like Flash Thompson, but he soon decided to try to make money from his powers to help support his Aunt May and Uncle Ben, who had raised him since the death of his parents at an early age. He invented wrist-mounted devices that allowed him to shoot webs from which he could swing, and he created a colorful costume that looked great on TV. He called himself Spider-Man.

However, one day after appearing on a show, Spider-Man allowed a burglar—who he easily could have stopped—to charge right past him and go free. Not many days later, when Parker returned home from making a personal appearance as Spider-Man, he discovered that his Uncle Ben had been shot and killed. Learning that the killer had barricaded himself in an old warehouse, Spider-Man sneaked into the place and captured the man.

When Spider-Man got a good look at the killer, he realized that it was the burglar he'd let go free. At that moment, he learned the hardest, most important lesson of his life: With great power, there must also come great responsibility.

## HISTORY

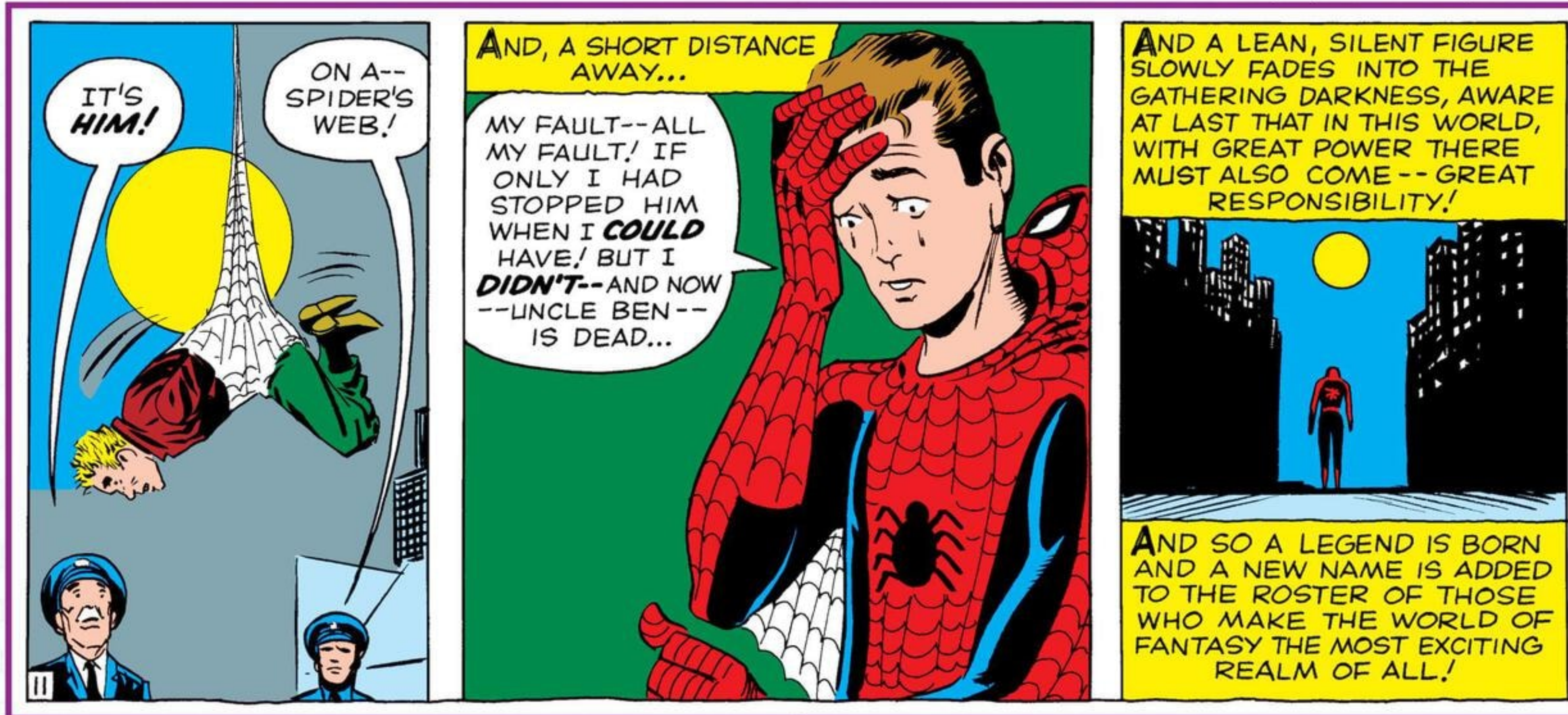
After his uncle's death, Parker devoted himself to using his powers to help others. About the same time, J. Jonah Jameson—editor of the *Daily Bugle*—launched a smear campaign against Spider-Man. Because of that and not wanting to expose his secret identity, Parker could no longer make money as Spider-Man. Instead, he turned to one of his hobbies—photography—and began working as a freelance photojournalist for Jameson, mostly selling him photos of Spider-Man.

## The Early Years

In his early years, Spider-Man met dozens of villains, many of whom became lifelong enemies. This included Doctor Octopus, Electro, Mysterio, Kraven the Hunter, Sandman and Vulture, who would eventually team up to take on the web-slinger together as the original Sinister Six. Still, the most important villain to plague Spider-Man's life was the Green Goblin.

The feud with the Green Goblin accelerated after Parker began attending college at Empire State University. There he started dating Gwen Stacy and became friends with Harry Osborn. Parker was later shocked to learn that the Green Goblin was Harry's father, Norman Osborn. Norman also learned that Parker was Spider-Man, but he was struck with amnesia before he could reveal that fact to the world.





Parker wanted to reveal his secret identity to Gwen Stacy, but during a battle between Spider-Man and Doctor Octopus, Gwen's father—NYPD Captain George Stacy—was killed while saving a child from falling debris. Before Parker could make amends, Norman Osborn recovered from his amnesia and became the Green Goblin again. To torture Spider-Man, he kidnapped Gwen and knocked her from the top of the Brooklyn Bridge. Spider-Man tried to save her with a webline, but the quick stop broke her neck, killing her. Soon after, the Green Goblin seemingly died after being impaled on his Goblin Glider, which he had been aiming at Spider-Man instead.

Sometime after the death of Gwen Stacy, Parker began dating Mary Jane Watson, the niece of Aunt May's next-door neighbor. Later, Professor Miles Warren—who had been obsessed with Gwen Stacy and blamed Spider-Man for her death—cloned both Stacy and Parker. For more about this storyline, see Chapter 8: Clones.

## Post-Graduate Work

Parker eventually graduated from Empire State and started working full time as a freelance photojournalist, which gave him a flexible-enough schedule to continue being Spider-Man. At one point, he was hauled off to the original Battleworld to join the fight between heroes and villains that the Beyonder had arranged. It was there that he found what he thought was a new high-tech costume for himself, unaware that it was actually the Venom symbiote. For more on how this affected his life, see Chapter 9: Symbiotes.

After dating the Black Cat for a while, Parker returned to Watson, and the two eventually wed.

During this period, Kraven the Hunter captured Spider-Man, drugged him, buried him alive and impersonated him for two weeks, brutalizing the criminals he confronted. Soon after Spider-Man escaped from his grave, Kraven took his own life.

Not long after, the Jackal's best clone of Spider-Man—now known as Ben Reilly—arrived to check on Aunt May, who had suffered a heart attack. Reilly adopted a new costume and name, becoming the Scarlet Spider. When it appeared

that Reilly was actually the original Spider-Man, Parker (whose powers seemed to be fading) and Watson (who was newly pregnant) moved to Portland, Oregon, and Reilly took over as Spider-Man.

Months later, Watson and Parker—whose powers had started to revive—returned to New York. After the baby was lost despite an emergency C-section, the pair learned that Norman Osborn hadn't died and, in fact, had tricked Parker into thinking he was a clone. As the Green Goblin, he battled Parker and Reilly, and Reilly died saving Parker's life.

When Spider-Man was framed as a murderer, Parker took on not one new masked identity, but four: Dusk, Hornet, Prodigy and Ricochet. After clearing his name, he returned to being Spider-Man, but other heroes later took up each of his abandoned identities.

Parker took a job teaching science at his old high school. Ezekiel Sims found him there and explained the nature of Spider-Totems. See Chapter 2: The Spider-Verse for more about the ramifications of this.

Parker doubted Sims until Morlun—one of the Inheritors who hunted Spider-Totems—attacked and nearly killed him. Parker later learned that Sims had wanted to kill him to maintain his own Spider-Powers, but after realizing how he had wasted his abilities, Sims instead sacrificed himself to save Parker's life.

## The Avengers Years

When the Avengers re-assembled after being destroyed by the Scarlet Witch, Spider-Man officially joined their ranks for the first time. After revealing his secret identity to his teammates, Parker went to work for Stark Industries—which was owned by his teammate Iron Man (Tony Stark)—and moved into Avengers Tower with both Watson and Aunt May.

During this time, Morlun returned and brutally murdered Spider-Man. However, after spending time in a cocoon, Parker was resurrected with the help of the Other, part of the Spider-Totem roster of roles.

When the Superhuman Registration Act was passed, outlawing super-powered people who did not register with the U.S. government, America's super heroes split into sides



in a superhuman civil war. At first, Parker sided with the government, even going so far as to reveal his identity at a press conference headed by Iron Man. To show his appreciation, Iron Man presented Parker with the Iron Spider armor.

As the conflict raged on, though, Parker came to believe he'd chosen the wrong side and joined the resistance led by Captain America (Steve Rogers) instead. This left Parker open to attacks by his enemies. The Kingpin hired a sniper to kill him, but the killer only managed to shoot Aunt May.

To save his aunt, Parker and Watson made a deal with the demon Mephisto, trading their marriage for her life. The demon altered history so the two had never been married, as Spider-Man had been knocked unconscious at the time, leaving Watson at the altar. Parker later asked Doctor Strange to erase everyone's memory of Spider-Man's secret identity—which he did, with the help of Iron Man and Mister Fantastic—and to keep them from being able to learn it. The only exception was Watson. When the secret was revealed to others, all their erased memories of Spider-Man's real identity returned to them.

Later, Doctor Octopus—who was dying in prison—managed to swap his mind with Parker's, leaving Parker to die in his body while Octavius took over as Spider-Man. Infused with Parker's memories and morality, Octavius decided to become the Superior Spider-Man, and he set his ambitions toward founding Parker Industries and making it a global tech leader. He continued in that role until the moment he realized that only Parker could save Anna Maria Marconi, whom Octavius had fallen in love with, and he surrendered Parker's body back to him.

## The Spider-Verse and Beyond

Not long after Parker resumed being Spider-Man, he discovered that Cindy Moon—who had also been bitten by the same radioactive spider and had his powers—had been sealed in a bunker by Ezekiel Sims. He released her, and shortly thereafter, they became embroiled in a multidimensional effort to save spider-powered people from Morlun and his family, the Inheritors. For more details on this, check out Chapter 2: The Spider-Verse.

Meanwhile, Ben Reilly returned from the dead as the new Jackal, offering to resurrect the many people Parker cared about who had died. When this went sour, Parker used his company's Webware smart watches to prevent a zombie apocalypse, but at the cost of his fortune and reputation. Soon after, he destroyed whatever was left to help stop Hydra's takeover of the United States.

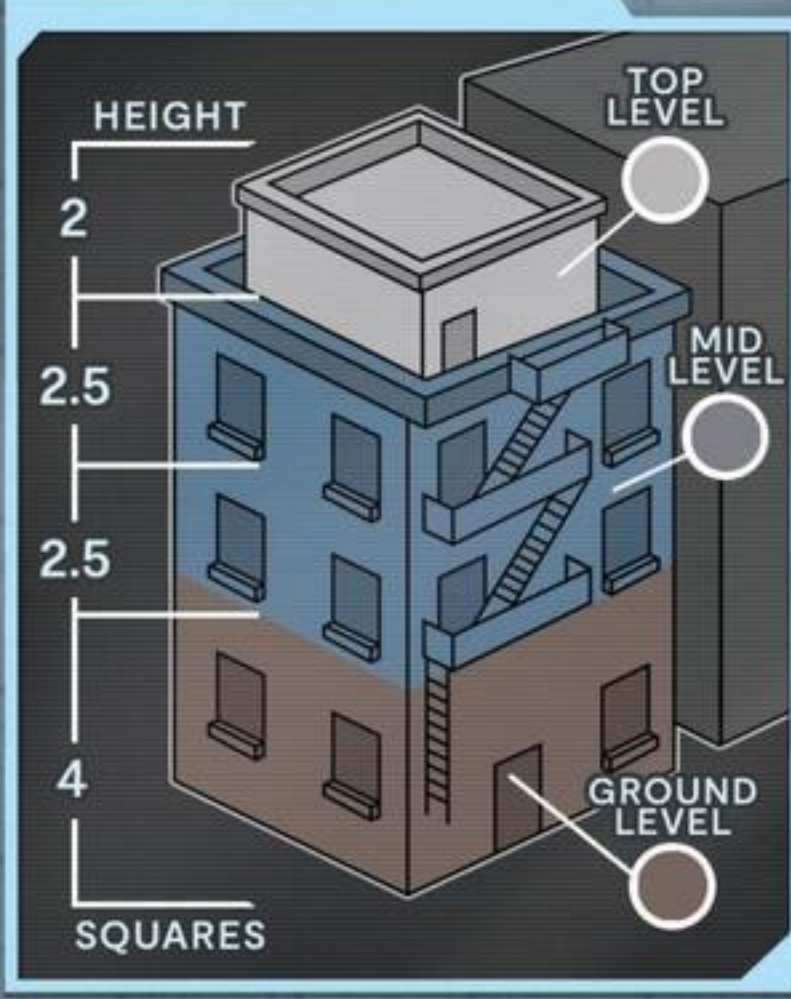
Since then, Norman Osborn has played a massive role in Parker's life. He became the Red Goblin by bonding with the Carnage symbiote. However, after his defeat, his faked children—Gabriel and Sarah Stacy, who pretended to be Harry Osborn working as a demonic villain named Kindred—sent the Sin-Eater to remove Osborn's sins. This transformed him into a decent man filled with regrets. As a means of recompense, Osborn—who took up a new mantle as the Gold Goblin—gave Parker a job and paid to upgrade all of Spider-Man's equipment.



Art by Steve McNiven, Mark Morales & Morry Hollowell



# NEW YORK CITY ALLEYS





Parker agreed to this only after Osborn helped him rescue Mary Jane Watson from a universe she had been trapped in, one in which time moved substantially faster. Spider-Man had angered his friends in the Fantastic Four and the Avengers by fighting with them when they urged him to be patient, and only Osborn and the Black Cat had been willing to help without hesitation. They managed to rescue Watson, but four years had passed for her, and she had set up a whole family for herself in the meantime.

The sins of Norman Osborn continue to haunt Parker and his friends and family to this day—sometimes literally—but as Spider-Man, Parker perseveres.

## SUPPORTING CAST

Peter Parker's family and friends have always played a vital role in his life and in his work as Spider-Man. They not only inspire him to help others but also pick him up and lend him support when he needs it most.

### Family

**Aunt May:** There is no one more important in Peter Parker's life than his Aunt May. After Peter's parents—C.I.A. agents Richard and Mary Parker—died, May and Ben took the boy in and raised him as their son. Although Peter has often worried about his aunt's health, she's proven herself to be a survivor and someone who looks to the future more than the past. She nearly married Otto Octavius (Doctor Octopus) once, and she actually did marry Jay Jameson, the father of J. Jonah Jameson, making Peter and Jonah officially brothers.

**Uncle Ben:** When Peter needed a family, Ben (Richard's brother) and May immediately stepped in to raise him. Ben taught Peter many lessons throughout his life, although none quite as vital as the one Peter learned from his uncle's death: With great power, there must also come great responsibility.

**Teresa Parker:** Although Peter didn't realize it until long after he became Spider-Man, he has a sister, Teresa, whose birth had been kept a secret. After their parents' death, she was adopted and raised by another couple. As an adult, she became a C.I.A. agent herself and later joined S.H.I.E.L.D. She knows that Peter is Spider-Man and has worked with him a number of times, although the truth of their blood relationship is sometimes in doubt.

**Ben Reilly:** The most successful of the clones the Jackal made of Peter Parker, Ben Reilly couldn't escape his heroic template, even after fleeing New York City. When he returned, he took on the new identity of the Scarlet Spider and adventured alongside his "brother." For a while, Reilly and Parker believed Reilly was the original rather than the clone, but this turned out to be a trick by Norman Osborn. Reilly seemingly died at Osborn's hands, but he returned later as the new Jackal, driven mad by repeated deaths at the hands of Miles Warren. Reilly resumed being Spider-Man for the Beyond Corporation, but his mind has since shattered, and he now calls himself Chasm.

**Kaine:** When the Jackal's first attempt at making a clone of Peter Parker began to degenerate, he shoved it aside to work on creating the one who would become known as Ben Reilly. That first clone survived, however, and became known as Kaine. Jealous of his more perfect "brother," Kaine pursued Reilly throughout his lost years, even following him back to New York City. Kaine was eventually arrested for his

crimes. Later, freed and restored to health, he became the new Scarlet Spider. He has continued to clash with Reilly while also helping to protect the Spider-Verse.

### Significant Others

**Mary Jane Watson:** Mary Jane Watson is the niece of Anna Watson, the Parkers' next-door neighbor when Peter was growing up in Queens. She is an actress and model and the greatest love of Peter's life. They were married for years, although they gave that up in a deal with Mephisto to save Aunt May's life. Watson spent four years trapped in another dimension, during which time she fell in love with Paul Rabin.

**Betty Brant:** Parker's first love was a secretary he met at the *Daily Bugle*. She later became a reporter and married fellow reporter Ned Leeds, who was brainwashed into becoming the Hobgoblin. She recently had a baby with Ned, who had been killed but returned as a clone.

**Gwen Stacy:** The great love of Parker's college years was fellow Empire State University student Gwen Stacy. She came to despise Spider-Man, thinking he was responsible for the death of her father, NYPD Captain George Stacy. To Parker's horror, the Green Goblin killed her to get revenge on him. However, Stacy has returned both as a clone (a number of times) and as Ghost-Spider, a younger version from Earth-65.

**Black Cat:** Felicia Hardy is one of the greatest burglars the world has ever seen. She originally relied on her skills as a thief, but she eventually gained bad-luck powers she can direct against those who cross her path. She has dated Spider-Man on and off, but she doesn't care as much for Peter Parker. That, combined with her refusal to give up her criminal ways, has always put an end to their relationship. Despite that, she's become best friends with Mary Jane Watson.

### Friends

**J. Jonah Jameson:** As a newsman, Jameson made Spider-Man's life much harder by smearing his reputation every chance he got. At the same time, he came to see Peter Parker as a promising protégé and then—reluctantly, after his father married Aunt May—as family. Although Jameson was furious the first time he discovered that Parker was Spider-Man, his feelings changed by the most recent time he learned the truth, and he has become one of the hero's biggest boosters.

**Robbie Robertson:** As the city editor of the *Daily Bugle*, Robertson was Jameson's chief lieutenant. He often served as the cooler head in the offices and as a mentor to Parker. In his youth, Robertson had been bullied by Lonnie Lincoln, who went on to become the gangland leader and super villain known as Tombstone. Ironically, Lincoln's daughter, Janice (who became the new Beetle), dated Robertson's son Randy, and the two were nearly wed before a gang war separated them.

**Ben Urich:** One of the most respected reporters at the *Daily Bugle*, Urich's beat put him in contact with Daredevil more often than Spider-Man, but he came to know Peter Parker well at work. Urich's nephew Phil embarrassed him by becoming the new Hobgoblin and later the Goblin King.

**Flash Thompson:** At the same time that Thompson bullied Parker in high school, he also founded the first Spider-Man fan club. Thompson outgrew his obnoxious behavior and became Parker's friend in college. He later served in active duty in the U.S. Army, where he lost his legs



in combat. Eventually, he bonded with the Venom symbiote to become known as Agent Venom and even joined the Guardians of the Galaxy for a bit. After losing the Venom symbiote, Thompson bonded with a portion of it that had been soaked with an Anti-Venom serum, transforming him into Agent Anti-Venom.

**Harry Osborn:** Unbeknownst to Harry, when he was an infant, his father, Norman Osborn, sold Harry's soul to Mephisto to transform his failed business into a massive success. In high school, Harry became friends with Gwen Stacy, and in college, they both met Peter Parker. Harry became Parker's best friend, even rooming with him, unaware at the time that his father had become the Green Goblin. After his father's apparent death, Harry took up his mantle and became the new Green Goblin. He later married Liz Allan and had a son with her, and he died saving Parker and their friends from his own plot against them. Doctor Strange later managed to free Harry's soul from Mephisto as well.

**Liz Allan:** In high school, Parker had a crush on Liz Allan, but she ignored him for Flash Thompson. She later went on to marry Parker's best friend, Harry Osborn, and have a son with him. Allan also inherited Allan Chemical from her father, which she later merged with Oscorp and Horizon Labs to create the massive conglomerate Alchemax, for which she serves as C.E.O. Recently, she bonded with a symbiote that was part of an Alchemax research project, transforming her into Misery.

## Foes

**Green Goblin:** Although the Green Goblin started out as just another member of Spider-Man's growing rogues' gallery, the fact that Peter Parker became best friends with Norman Osborn's son connected the pair in a deeper way than the hero had with nearly any other villain. Osborn's megalomania—driven by his Goblin formula—spurred him to hit Spider-Man hard in his personal life, including murdering Parker's girlfriend, Gwen Stacy. The Green Goblin has supposedly died several times and been replaced by many pretenders—including Osborn's son—but the original is still the most fearsome of them all.

**Doctor Octopus:** Otto Octavius wormed his way into Spider-Man's life in several ways, founding the original Sinister Six and later nearly marrying Parker's Aunt May. In his most triumphant moment, though, he swapped minds with Parker and took over for him, becoming the Superior Spider-Man. Despite growing into the role's heroism to the point that he sacrificed his life to save Anna Maria Marconi, when Mephisto brought him back to life, Octavius did not remember any of that and returned to his old ways.

**The Jackal:** Obsessed with the death of his former student, Gwen Stacy, Professor Miles Warren cloned both her and her boyfriend, Peter Parker. After figuring out that Parker was Spider-Man—whom he blamed for Stacy's death—Warren set about torturing Parker, taking on the role of the Jackal and setting a Spider-Man clone against the original. After his initial defeat, the Jackal laid low for years, but he returned many times to plague Parker and his clones.



**Venom:** After Parker rejected the Venom symbiote, the creature bonded with Parker's rival, Eddie Brock, and the pair set out for revenge. Although Spider-Man and Venom clashed countless times over the years, Brock and Parker eventually came to respect each other and declared a truce. Parker has even worn the Venom symbiote voluntarily a few times since their parting, temporarily making him more powerful than ever.

## LOCATIONS

Peter Parker has called many places home over the years, from cramped apartments to spacious penthouses to Avengers Tower. Home is usually just a place where he hangs his webs. However, there are a few places he often returns to.



**Forest Hills, Queens:** Parker was born in Queens, and his Aunt May and Uncle Ben raised him in a modest home in the Forest Hills neighborhood there. Even after he left to attend college at Empire State University in Manhattan, Aunt May lived in Forest Hills for many more years, only moving out when she married Jay Jameson. Since Jameson's death, she has moved back.

**Empire State University:** Parker attended this world-renowned university in the center of Manhattan, and he not only got his undergraduate degree but also pursued his doctorate there too—although it was Doctor Octopus who finally completed it for him during Octavius' time as the Superior Spider-Man. Even when he wasn't attending classes or working on campus, Parker returned here many times. Often, he came to visit old friends or professors, but he wound up stopping many villains here as well.

Besides Parker's many college friends, other attendees of E.S.U. include Norman Osborn, the Human Torch (Johnny Storm), Starbrand (Kevin Connor), Nightmask, Emma Frost and Squirrel Girl. Both Miles Warren (the Jackal) and Curt Connors (the Lizard) taught at the school. Currently, Ghost-Spider attends college at E.S.U., commuting from Earth-65, where her identity has become public knowledge.

See a map of the campus in Chapter 5: Ghost-Spider.

**The Coffee Bean:** Parker started hanging out with his friends at this classic coffee shop in Manhattan's East Village when he was in college, and he returned to it many times over the years. Recently, he and Miles Morales began meeting here in their civilian identities, to the point that the two of them became regulars.

## PLAYING IN PETER PARKER'S WORLD

Players can take on the role of Spider-Man (Peter Parker) or one of his variants, or they can play original characters in adventures based on Parker's stories or centered in Manhattan, where he traditionally spends most of his time. Whichever they choose, here's how to handle it.

### Themes

With over 60 years of Spider-Man stories to draw from, Peter Parker has featured in all kinds of different stories. Still, they tend to center on the following themes:

- ▶ **Responsibility:** From Spider-Man's origin, the main theme has been that you have a responsibility to do what you can to help others. That's true even if it means sacrificing your own happiness. However, knowing that people are relying on you can help you find strength and resolve that you might never have realized you had.
- ▶ **Friendship:** Parker's friends—both romantic and platonic—mean everything to him. He cares deeply about them all, which his worst foes often use against him. He is willing to sacrifice himself to protect them.
- ▶ **Idealism:** Parker is rarely if ever cynical, and he is willing to put his life on the line to live up to his ideals. Once, he even took a bullet for the Green Goblin to keep the villain alive.
- ▶ **Identity:** Parker sometimes spends more time in his mask than out, which can blur the line between

himself and Spider-Man. Who is more real? Does he feel more himself when masked or not? The rise of clones in his life complicated these questions. If there's someone out there who is identical to you, are they a threat to your identity, or are they a sibling—for better or for worse?

- ▶ **Horror:** While it's far from the main theme in Spider-Man stories, spiders can be creepy, and tales that lean into this aspect of the hero can veer into horror. Many of the adventures that center on Spider-Totems and the Web of Life and Destiny can teeter on this edge too.

Few Parker-style adventures feature all of these themes at once, but mixing in some of them can help spice up any story. They're also great for building ongoing storylines that can weave through a series.

### Goals

For large parts of Spider-Man's career, he hasn't worried much about goals. He wants to make enough money to live, and he wants to help people, but that's it. He often neglects his own needs to help others, as he knows that he couldn't live with the guilt otherwise.

Over the years, though, Parker has figured out that he can help people not only with his powers but also with his smarts. He does this all the time by cobbling together gadgets to help him defeat villains, but he could be creating new technologies to improve the world as well.

Although having his mind swapped with Doctor Octopus was horrible, Octavius applied more ambition to Parker's personal life than Parker himself ever had. When Parker recovered control of his body, he continued to run Parker Industries as best he could, but he did not hesitate to sacrifice the business to save people—or to prevent it from falling into the wrong hands.

Parker often prefers to be reactive rather than proactive. He goes on patrol to look for problems to solve rather than thinking about systemic ways to reduce those problems in the first place. Having seen how Octavius set up citywide surveillance in an attempt to work at that level, Parker feels comfortable handling things his own way instead.

### Style

Many Spider-Man adventures are romps. The hero spots a crime happening and takes direct action to stop it. He cracks a bunch of jokes along the way, beats up the crooks and leaves them wrapped up in webbing with a note for the police that reads, "Courtesy of your friendly neighborhood Spider-Man."

Sometimes, though, things become dark and desperate. This usually happens when Parker's personal life intrudes on his super-hero escapades. It's hard to joke your way out of a situation when someone's holding people you love hostage or threatening to kill them at some future point when you're not around to protect them.

Some players can struggle with the mental whiplash that comes from lighter adventures suddenly turning dark—or vice versa—so it's best to discuss this possibility ahead of time. On the other hand, many people love this sort of game, as the shifting tones help keep the lighter parts from becoming sickly sweet and keep the darker parts from being overwhelming.



## Humor

Comedy is a huge part of Spider-Man stories, and it arises in two main ways.

First and foremost, Parker likes to crack jokes, especially when he's in his Spider-Man costume. This is for a few reasons.

- ▶ He uses humor as a defense mechanism. When things are at their darkest, a joke can help them seem less serious.
- ▶ He's nervous. In his regular life, Parker can be shy and reclusive. Constantly running his mouth helps keep his mind off the fact that he's often dealing with people far more powerful and serious than he is.
- ▶ It distracts the villains. Many super villains are egomaniacs, and puncturing their egos draws their attention to Spider-Man and away from any civilians in the area. It can also get them angry enough to act rashly, which the hero can turn to his advantage.

Narrators who want to encourage jokes in the game can hand out Karma points when players say or do things that make the entire table laugh. Be judicious, though, as it might encourage players to try too hard, and forced humor often lands badly.

Humor also comes from Spider-Man's interactions with other characters, especially his friends. The banter that happens between Parker and Miles Morales or the Human Torch (Johnny Storm) can be priceless. This happens best when there are two (or more) heroes who are friends and are having a good time together. They riff off each other, layering one joke atop another and driving their enemies mad.

Of course, when there are no enemies around, the jokes sometimes come at Spider-Man's expense. Despite that, he's rarely if ever sharp-tongued with the people he cares about most.

At least, not out loud.

## Action

Spider-Man stories tend to focus on action. There can be moments when Parker struggles with the science part of an adventure, working hard to come up with clever solutions for the problems at hand, but the adventures really start to sing when he's swinging around and punching villains.

Parker is not a violent person at heart. He doesn't like to turn to physical violence, but he also doesn't shy away from it when necessary. Despite that, there are lines he refuses to cross.

Spider-Man doesn't want to hurt anyone—at least not permanently—and he refuses to kill anyone. He's there to save people, and if that means knocking some heads together, that's okay.

It's telling that Spider-Man's most frequently used weaponry—his webbing—is nonlethal. In fact, it doesn't hurt at all. It's designed to restrain people rather than stun or injure them. He actually uses it for transportation more than anything else, and when it's rush hour in Manhattan, that's an amazing super-power all its own.

## Teamwork

Sometimes, Spider-Man gets caught up in something much bigger than he anticipated. When he thinks it's too much for him to handle on his own, he usually reaches out for help—if

there's time. He's well-connected with super heroes of all kinds and has been a member of the Fantastic Four and the Avengers, the two most powerful hero teams on the planet. He's even worked with the X-Men, including a stint teaching at the Jean Grey School for Higher Learning, taking over for Wolverine after Logan's death.

On top of that, Spider-Man has been involved in more two-hero team-ups than any other hero around. In such cases, he and the other hero get together—often by accident or circumstance—to deal with an acute problem. When it's over, they go their separate ways.

This, however, has been the foundation of many of Spider-Man's friendships with other heroes. When they bump into each other at odd times—when there are no crooks to stop or worlds to save—they can sit on the edge of a rooftop or skyscraper and catch up for a bit.

Such stories make for a great model for loner games—those with the Narrator and one hero. This is especially true if other players aren't always available for the game but like to jump in whenever they can. They can take part in team-ups with the more regular player and come and go as they please. And if a larger group can get together, the players can have an epic team-based blowout—like a Spider-Verse crisis—and then go back to loner or team-up adventures when it's done.

## Callbacks

With 60 years of history, Spider-Man stories are often full of callbacks. They touch aspects not only of his personal history but those of other characters and even his jokes.

The most powerful of these involve the return of foes or threats thought long gone. Many of Spider-Man's greatest foes disappeared for months if not years at a time, because they were either in prison or believed to be dead. But then they came back, usually at the most inconvenient times.

Parker sometimes discovers that the villains he thought he'd taken care of haven't been gone at all. While he's been dealing with the barrage of other threats that seem to crop up daily, they've been working behind the scenes, plotting their return and revenge. In fact, it often turns out that issues he's been dealing with recently aren't coincidences at all but troubles manufactured by these foes, who sometimes manipulate others to act as their proxies.

It can be challenging to include callbacks in a game, particularly one that's just starting out. If a game's been going for a year or two, it's easier for the Narrator to say, "Remember those villains you defeated in your first adventures? Well, they remember you..."

With freshly made original characters, this can be even more of a challenge, as the players have no shared history to draw from. An industrious Narrator can still bring elements of this into the game by mining the heroes' backstories and supporting casts. Every hero has a past, after all, even if it hasn't shown up in the game much yet.

The best way for a Narrator to handle this is to have the characters talk about their families, their friends and their backstories. These histories often have elements of conflict that the Narrator can mine for details. When these are woven into the game during an adventure, they can resonate strongly with the players, who see how their contributions are respected and built on, making the game's story stronger and more personal every time.



## Adventure Hooks

Here are some adventure hooks connected to Spider-Man (Peter Parker).

- ▶ With pressing obligations taking up his time, Parker begs the heroes to cover his next shift at the F.E.A.S.T. soup kitchen. All goes well until Mister Negative and a group of Inner Demons attack, looking to reclaim the old shelter as their base. Can the heroes fend off the villains without exposing Parker's secret identity or their own? Can they preserve F.E.A.S.T.'s reputation as a sanctuary for the city's poor? And why has Mister Negative come back here? What secrets might lie in the shelter's untapped depths?
- ▶ Mysterio sends Spider-Man a note, claiming that he knows the hero's true identity and will expose him to the world in two days' time. In a panic, Parker calls the heroes together to help come up with a way of concealing his identity again. Can they put together a scheme capable of fooling the master of illusions? Does Mysterio even know Spider-Man's true identity, or is this part of a larger setup by the villain?
- ▶ Worried that the fledgling heroes need a mentor, Spider-Man offers to take them on as his protégés. However, between them and the other people he's already agreed to mentor, he is stretched too thin. He collapses from exhaustion during one of their first outings together, giving the Sinister Six an opportunity to snatch him up. Can the heroes rescue their mentor before the Six kill him? Better yet, can they convince a man who has dedicated his life to his responsibilities to take a break and let them handle his foes while he recovers?
- ▶ A bloodthirsty symbiote left over from Knull's invasion takes over Spider-Man's body and rampages across New York City. The heroes rise up to defeat the corrupted Parker. But can they take him on when he's stronger than ever? And can they manage it without killing him? Where did this symbiote come from, and why has it chosen to attack now? Is it truly evil, or is an outside force controlling it?
- ▶ Now that he's getting along with Spider-Man, J. Jonah Jameson selects one or more of the heroes as the target of his next smear campaign. What is it about the heroes that makes Jameson so angry? Can they clear their names before the rumormongering gets somebody hurt?











# SPIDER-MAN (MILES MORALES)

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**BORN IN THE ALTERNATE UNIVERSE OF EARTH-1610, MILES** Morales had just started attending a Brooklyn charter school when he was bitten by a spider genetically modified in the laboratories of Oscorp. The bite bestowed amazing spiderlike powers upon Morales, including superhuman strength and agility, heightened awareness and the abilities to cling and crawl across any surface, become invisible and discharge bioelectricity.

## ORIGIN

In Earth-1610, Miles Morales lived with his parents, New York Police Department officer Jeff Morales and nurse Rio Morales. In their efforts to secure their son a brighter future, they worked to get him enrolled into Brooklyn Visions Academy—a top boarding school—and they strove to keep him away from his father’s criminally minded brother, Aaron Davis. Miles disobeyed his parents to spend time with his uncle, with whom he felt a kinship despite the clear rift between his father and his uncle.

A fateful visit to Davis’ apartment brought Miles into contact with a spider that had been genetically enhanced with the Oz formula in Oscorp laboratories. That spider made its way into the apartment via items Davis (as the costumed criminal the Prowler) had stolen from the then-abandoned labs.

Morales’ superhuman abilities manifested within hours. His first reaction was to share the news with his school roommate, Ganke Lee. Despite Lee’s excitement, Morales feared that the bite had transformed him into a mutant, a group of people his father vocally claimed to despise. After using his new powers to rescue victims of a structure fire,

Morales became physically ill and vowed not to use them publicly again.

Weeks after the bite, he was among his fellow students when they learned their world’s Spider-Man (Peter Parker) had been shot and was gravely wounded. Moved by a sense of duty, Morales sneaked out of the boarding school and found his way to Spider-Man’s final deadly clash with the Green Goblin (Norman Osborn). Filled with guilt and regret from not being able to help the hero, Morales attended Parker’s funeral. After a conversation with Gwen Stacy—during which she shared Parker’s philosophy that with great power must come great responsibility—Morales had a change of heart and chose to succeed Parker as his world’s Spider-Man.

## HISTORY

Morales’ initial public activities—which he did while wearing a Halloween costume version of Parker’s Spider-Man outfit—drew a great deal of attention, including that of Nick Fury, Iron Man, Hawkeye and Spider-Woman (Jessica Drew), whom he assisted in subduing Electro. Soon after, Drew arrived at the boy’s school to deliver a new Spider-Man costume at Fury’s request.

Morales’ activities also led his uncle Aaron Davis to deduce the boy’s dual identity and confront him. Davis’ attempt to blackmail Morales into assisting him in his criminal activities went tragically awry. As the Prowler, Davis assaulted his nephew with vibro-shock gauntlets that ultimately malfunctioned and exploded, killing Davis.

In Earth-616, during a malfunction of a dimensional vortex in use by Mysterio, an uncontrolled energy burst sent Peter Parker—the Spider-Man of that world—to Earth-1610,



where he encountered Morales. The two initially sparred until Morales bested Parker long enough to notify Nick Fury, who began working with Tony Stark to help Parker return home. The Spider-Men teamed up to defeat Mysterio and send Parker back to his proper reality, but not before Parker thanked Morales for continuing the legacy of Spider-Man so capably.

When the Venom symbiote believed Jeff Morales was Earth-1610's Spider-Man, it attacked Jeff at the family apartment in Brooklyn. Jeff was injured, but Miles drove off Venom, who escaped into the city sewers. As Miles met with Ganke Lee, Gwen Stacy and Mary Jane Watson to decide on a strategy, Venom appeared at Brooklyn General Hospital to continue his assault on Jeff. Miles relentlessly attacked Venom with bioelectric blasts, separating the symbiote from its host body. During the attack, a stray police bullet struck Miles' mother, Rio. As she died in her son's arms, she expressed her pride in his heroism, but she also advised him never to tell his father of his life as Spider-Man. The next day, Miles gave up being a costumed hero.

After a full year, Spider-Woman once again contacted the teen, bearing a new uniform for him. Her message came in the form of a handwritten note. "How many people could you have saved?" Despite hearing similar comments from his friend Ganke Lee, Morales remained resolved to stay out of heroics. After witnessing Cloak and Dagger fight Bombshell, Morales confronted Spider-Woman about her insistence that he resume his responsibilities as Spider-Man. She explained that her powers were due to immoral scientists working to disrupt the natural order, the same kind of thing that had happened to Morales, Bombshell, Cloak and Dagger. She argued that they needed to put a stop to such things. This convinced Morales to don the new uniform and confront the Roxxon Corporation to end its experimentation.

Morales went on to face the potential end of his world at the hands of the Galactus of Earth-616, who intruded upon his reality. Working with the Ultimates and the X-Men, Morales helped banish Galactus to the Negative Zone. In an effort to save his father, Morales chose to reveal his identity as Spider-Man. This prompted Jeff to blame him for the deaths of Aaron and Rio, and he disappeared from his son's life.

Following Tony Stark's dissolution of the Ultimates, Morales went on to team up with Spider-Woman, Bombshell, Cloak and Dagger to form the Young Ultimates. Morales found his heroic resolve tested with the apparent resurrection of Peter Parker and the Green Goblin. Soon after, his reality was destroyed in the massive multiversal Secret Wars. Thankfully, his heroics and kindness resulted in the Morales family and many of his friends being subsumed into the rebuilt Earth-616 as if they had always belonged there. This included resurrecting his mother and uncle. Miles is the only one of his family with any memory of their previous existence.

In his new world, Morales found himself in a conflict between Iron Man and Captain Marvel over whether heroes should use the premonitions of the Inhuman Ulysses Cain to stop potentially damaging events before they happened, particularly after one of these premonitions foretold Captain America dying at Morales' hands. Although that event did not come to pass, the extended conflict did result in Stark's apparent death. Having lost confidence in the world's older and more seasoned heroes, Morales joined Ms. Marvel (Kamala Khan) and Nova (Samuel Alexander) in establishing a group of young heroes christened the Champions by social media

users. Joining them were Hulk (Amadeus Cho), Viv Vision and a time-displaced Cyclops (Scott Summers).

With the Champions, Morales helped resist the forces of Hydra, who had seized control of the United States through the efforts of an evil alternate Captain America. They also fought a revived Sinister Six led by Aaron Davis as the Iron Spider. Morales later clashed with Norman Osborn (as the Red Goblin) as well as the Venom symbiote. He also became the temporary host of the Enigma Force, which transformed him into Captain Universe long enough to defeat the Inheritors.

Morales suffered a crisis of confidence with the Champions when a battle against the electromagnetic humanoid Zzzax resulted in the deaths of Ms. Marvel and Viv. The surviving Champions received an offer from the demon Mephisto to restore their fallen teammates to life, and Morales accepted. Mephisto honored the agreement by altering the flow of time to give Morales and Brawn the opportunity to save their friends—but at the cost of the life of an innocent bystander who Morales had saved the first time around. The weight of this consequence led him to step away from the team.

Again on his own, Morales clashed with a villain known as Ultimatum, an alternate version of Morales himself. This led to the loss of Aaron Davis a second time, although Davis later returned, having been pushed into another reality for a time rather than killed.

In recent times, Morales has clashed repeatedly with Carnage and the Scorpion. However, he's also found allies in a stabilized clone of himself known as Shift, as well as in Misty Knight, who took him on as an intern for her detective agency. After Morales suffered serious injuries, Tony Stark gave him an Iron Spider armored suit to help him fight Carnage, which Stark reclaimed after Morales recovered.

Morales continues to juggle the responsibilities of his studies at Brooklyn Visions Academy, his connections with his family—including his new baby sister, Billie—and his calling as Spider-Man.

## SUPPORTING CAST

At many points in his life, Morales has felt isolated by the burden of his responsibilities. In truth, he is surrounded by a loving family, devoted friends and mentors from all walks of life. At the same time, he has also accumulated his share of adversaries from across the Multiverse.

### Family

**Jeff Morales:** As a family man, Jeff feels very close to his son, Miles, his daughter, Billie, and his wife, Rio. In Earth-1610, Jeff was known for his low regard for superhumans, which led Miles to keep his identity as the world's new Spider-Man a closely held secret. In Earth-616, however, Jeff is aware of Miles' heroics and even became an agent of S.H.I.E.L.D. to help keep his son safe. Jeff is also working on improving his relationship with his brother, Aaron Davis.

**Rio Morales:** Born in Puerto Rico, Rio Morales is a skilled nurse and a dedicated wife and mother. She is proud and supportive of Miles, showing open affection to him when he is home and missing him on weekdays when he attends Brooklyn Visions Academy as a boarding student. In Earth-1610, she became aware of her son's activities as Spider-Man just before she died. In Earth-616, she was initially unaware of his secret identity, but she eventually discovered both Miles'





identity and Jeff's work with S.H.I.E.L.D. on her own and was outraged by the lies. However, the family worked through it and remains a tight, supportive unit, one that has recently grown with the addition of baby Billie and Miles' clone, Shift. Rio is a proficient shot with a weapon and is fluent in Spanish and English.

**Billie Morales:** The youngest member of the family, Billie Mariana Morales greatly loves her big brother, Miles, and looks forward to their playtime and outings together. She has come under threat from his enemies, most notably Selim, a clone of Miles created by the Assessor. While born prematurely, Billie has grown quickly and is beginning to walk on her own.

**Shift:** Created from the Assessor's experiments to determine the extent of Morales' powers, Shift is one of several clones of the teen made to be weapons with limited life spans. Shift's cells have since stabilized, ensuring him a longer life, and he has been accepted as an adopted member of the Morales family. Capable of growing additional limbs as well as expanding and stretching his physical form, Shift has exhibited superhuman strength, reflexes and toughness. He has recently started to learn how to speak.

**The Prowler (Aaron Davis):** Although he has made attempts at reforming his behavior, Davis is best known for his criminal activities as the Prowler. Lacking any superhuman abilities, he relies on his hand-to-hand combat skills as well as an array of high-tech gadgets created by the Tinkerer. In Earth-1610, Davis' thefts from an abandoned Oscorp laboratory brought a genetically altered spider in contact with his nephew, Miles, unintentionally creating the hero Spider-Man. Davis was killed when one of his vibro-shock gauntlets exploded, but he was reborn in Earth-616 when the two realities merged. Active for a short time as the Iron Spider, Davis was responsible for a recent gathering of the Sinister Six. After being shifted

to another universe and used as a human battery by Selim (an evil clone of Morales), Davis was saved by his nephew and now is trying to stay on the side of the angels.

## Friends

**Ganke Lee:** Morales' enthusiastic best friend and confidant, Lee shares a room with the young Spider-Man at Brooklyn Visions Academy. He was the first person to learn of his friend's newfound superhuman abilities and, from that moment, became the hero's most loyal supporter and advisor, always encouraging Morales' activities as Spider-Man. An adept chemist, Lee uses Peter Parker's own formula to synthesize webfluid for Morales' web-shooters.

**Ms. Marvel (Kamala Khan):** A rare hybrid of Inhuman and mutant genes, Kamala Khan is able to stretch and re-form her body in any way she can imagine. She met Morales following his integration into Earth-616's reality, when the two joined the Avengers. They forged a close bond, which continued in their formation of the young-hero group known as the Champions in the aftermath of the second superhuman civil war.

**Nova (Samuel Alexander):** Able to access the Nova Force through a black Nova helmet, Sam Alexander joined the Avengers in Earth-616 and teamed with Morales on a number of missions. When the group fractured following the second superhuman civil war, Alexander helped Morales begin a new group of young heroes known as the Champions. He continued with the group even after the loss of his helmet.

**Spider-Man (Peter Parker):** Earth-616's original Spider-Man, Peter Parker first encountered Morales when the two lived in separate realities but were brought together by a malfunctioning interdimensional portal operated by Mysterio. At first, Parker served in more of a mentor role, as Morales was still learning about and improving his superhuman skills. Their relationship developed over time into that of peers, if not true equals. Morales stepped up his maturity with the more established hero, while Parker felt able to release his inner teen around the younger Spider-Man.

**Ultimate Spider-Woman (Jessica Drew):** The Spider-Woman of Earth-1610 was the first super hero to meet Miles Morales as Spider-Man. She was skeptical and even judgmental of his decision to don the uniform of the recently killed Peter Parker, but she gave Morales the first uniform of his own, courtesy of S.H.I.E.L.D. When he stopped his heroic activities for a year following the death of his mother, Drew again delivered a new Spider-Man costume to him with a note asking him to return to action. She confided in Morales that she had been cloned from Parker's cells by scientists at the Roxxon Corporation, which encouraged him to help her put an end to their experiments. She also joined him as a teammate on the Young Ultimates.

**Barbara Rodriguez:** A one-time project partner with Ganke Lee, Barbara Rodriguez is a Brooklyn Visions Academy student who caught the eye of Morales over a courtyard lunch period. The two dated for a time, but Rodriguez ended the relationship after feeling Morales was keeping secrets from her. She and Lee also tried dating but ended things mutually to turn their attentions to their studies.





Art by Federico Vicentini & Bryan Valenza

**Judge:** Once a roommate of Morales and Lee at Brooklyn Visions Academy in Earth-1610, Judge found himself on the outside of the pair's bonding over Morales' superhuman abilities. He eventually moved out of the shared room, but he later told Morales that he had deduced his identity as Spider-Man. After being moved to Earth-616, Judge appears to have no knowledge of the connection between Morales and Spider-Man.

**Egg (Fabio Medina):** A native of San Diego, California, Fabio Medina is a mutant who joined the X-Men under the codename Goldballs. He attended Brooklyn Visions Academy after moving to New York, meeting Morales and Lee. Medina later left the school and relocated to the sentient mutant island of Krakoa, where he used his mutant power as a key component in resurrecting mutants. He now uses the codename Egg.

**Julie:** Brooklyn Visions classmate Julie accepted a date with Morales only to be stood up when he got into a fight with the villain known as the Shocker. Morales offered an apology for his failure to arrive, but Julie walked away from him rather than accept it.

**Starling (Tiana Toomes):** Raised by her paternal grandfather, the Vulture (Adrian Toomes), Tiana believed him to be a hero working for the people. Motivated by a strong sense of justice, she set out to fight crime using a version of his technology. In the course of that war on crime, she met and befriended Spider-Man (Miles Morales), and the two eventually fell in love. She has since found out the

truth about her grandfather, but she continues her crimefighting, often alongside Morales.

**Danika Hart:** A social-media influencer and would-be journalist, Danika Hart posts an ongoing series of "Spider-Talk" video reports as a feature of her personal vlog. A student at New York University, Hart enthusiastically keeps her subscribers in the loop about all things Spider-Man, including information that could lead people back to Morales. When Spider-Man went missing during the second superhuman civil war, Lee enlisted Hart's help—through her legion of subscribers—to get information on his friend's whereabouts. Hart and Lee began a romantic relationship, prompting a trusting Lee to offer "Miles" as an identifier for Spider-Man. Hart considered selling the information but kept it to herself out of her love for Lee.

**Lyle Dutcher:** Vice principal at Brooklyn Visions Academy, Lyle Dutcher has his eye on Morales as a problematic student who sets a poor example for his classmates through his attitude toward school. A gruff blowhard with little respect among his colleagues, Dutcher takes his job much too seriously and seems obsessed with catching Morales in the act of breaking rules or causing trouble. Ironically, Dutcher views Spider-Man as a brave and responsible young man.



## Foes

**Julia Gao:** A former officer of the New York Police Department, Gao steadfastly enforced the city's Anti-Vigilante Act and repeatedly threatened to arrest Spider-Man. She hired super villains—with the promise of commuted sentences—into her Cape Killers squad to arrest heroes and villains alike.

**C.R.A.D.L.E.:** Members of the Child Hero Reconnaissance And Disruption Law Enforcement group were charged with arresting people who engaged in activities that violated the Underage Superhuman Welfare Act, which outlawed anyone under the age of 21 from using super-powers. Members of this group included Dum Dum Dugan, Jacob Oh and Carolina Washington, as well as Justice, Speedball and Timeslip. The organization disbanded when the law was repealed.

**The Prowler (Aaron Davis):** A career thief who used technology to become a formidable villain. See his entry above, under "Family."

**Green Goblin (Norman Osborn):** A morally bankrupt industrialist in Earth-1610, Norman Osborn injected himself with a serum of his own design, supposedly to become a heightened form of humanity. Instead, he became the evil, grotesque and powerful Green Goblin. Miles Morales witnessed Osborn murder their world's Spider-Man. Osborn was later shot dead and burned by Maria Hill in Earth-1610, but he was restored to life when that universe was rebuilt after the birth of the Eighth Cosmos.

**Venom:** In Earth-1610, Dr. Conrad Marcus became a host of the savage Venom symbiote and attempted to kill Morales' family. In a clash with Spider-Man, Venom was shot more than once by Morales' mother, Rio, before she mistakenly was shot and killed by police. Marcus was freed of the symbiote but was also shot dead. In Earth-616, Morales later encountered the Venom symbiote with its host Eddie Brock and worked with them to defeat Knull, the ancient god of darkness, who created the symbiotes.

**Ultimatum (Miles Morales):** An older and unhinged version of Miles Morales, this enemy created the Ultimatum persona from a powered suit, gauntlet and shield he stole from Earth-1610. The two share early memories, as Morales has discovered, but little else.

**The Assessor:** An artificial intelligence, the Assessor captured Morales to test the physical limitations and endurance of his genetically altered form. DNA that the Assessor harvested from Morales was used to create clones of the young Spider-Man, and Ultimatum used the clones as a strike team to attack Morales. One of those clones became Shift, now a much-loved member of the Morales family.

**Rabble (Raneem Rashad):** A person who endured hardships and loneliness, Raneem Rashad became driven to persecute Morales after he was selected for admission to Brooklyn Visions Academy while she was not. Rabble has the power of technopathy, which allows her to communicate with machines and bend them to her will. She is a known associate of the criminal Madame Masque (Whitney Frost).

## LOCATIONS

While Miles Morales' activities as Spider-Man take him not only around the world but across the Multiverse, he does have one place he calls home: Brooklyn, New York. Here are some of the places one might expect to run into Morales—and likely Spider-Man.

**The Morales home:** The Morales family lives in an apartment in downtown Brooklyn. Miles is known to frequent area shops and coffeehouses as well as neighborhood events, including art fairs. Even in his public identity, he is an active teenager who enjoys being a part of his community.

**Brooklyn Visions Academy:** A prestigious boarding school with a reputation for providing a top education, Brooklyn Visions Academy is where Morales spends his weekdays. When he is not attending class, he resides in a dorm room with his best friend and confidant, Ganke Lee. Most weekends—unless his duties as Spider-Man interfere—he is home with his family in their Brooklyn apartment.

**Brooklyn:** With its 2.7 million residents, Brooklyn is the most populated of New York's five boroughs, as well as its second largest in size. Located on the western tip of Long Island, Brooklyn is heralded for its distinctive neighborhoods, its independent arts scene and—especially—its ethnic, social and cultural diversity. Besides Spider-Man, super heroes associated with Brooklyn include Captain America (Steve Rogers) and Hawkeye (Clint Barton).

## PLAYING IN MILES MORALES' WORLD

Players can take on the role of Spider-Man (Miles Morales) or one of his variants, or they can play original characters in adventures based on his stories or centered in his hometown of Brooklyn. If they choose to do so, here's how to handle it.

### Themes

Morales' stories can run the gamut, but they tend to focus on a number of particular themes:

- ▶ The tension between the responsibility to help those in need versus the responsibility to be there for those closest to you.
- ▶ Learning how to become an adult in a world that is constantly changing all around you—so much so that few of the adults seem able to understand your challenges.
- ▶ Figuring out how your powers work and what you can do with them.
- ▶ Finding your place in an ongoing legacy—both in terms of family and your costumed identity—and making your own mark.
- ▶ Forming new friendships and relationships, including romantic ones.

Few adventures concentrate on all of these themes at once, but tossing in two or three of them can help spice up any story. They're also great for building ongoing storylines that can weave through a series.

### Goals

Morales' stories tend to focus on protecting Brooklyn and helping the people who live there. With his father as a former police officer and his mother a hospital nurse, he is deeply embedded in his community. He cares about it and wants to do whatever he can to help, whether he's in his costume or his street clothes.

When working with teams like the Avengers or the Champions, Morales can find himself drawn into larger conflicts that take him around the nation or even the world. Similarly, being part of the Spider-Society has sent him



# BROOKLYN VISIONS ACADEMY

Second Floor



First Floor



Basement



1. Boiler Room
2. Machine Shop
3. Water Maintenance
4. Power Maintenance
5. Maintenance Office
6. Principal's Office
7. Vice Principal's Office
8. Medical Station
9. Security Office
10. Theater
11. Pool
12. Gymnasium
13. Men's Locker Room
14. Men's Showers
15. Women's Locker Room
16. Women's Showers
17. Discovery Lab 1
18. Discovery Lab 2
19. Skybridge to Dorms
- E. Elevators
- J. Janitor Closet
- O. Office
- R. Restroom
- S. Supply Closet



#### Fourth Floor



#### Third Floor



- 20. Staff Lounge
- 21. Server Room
- 22. Advanced Physics Lab
- 23. Robotics Lab
- 24. Solar Lab
- C. Classroom
- J. Janitor Closet
- O. Office
- R. Restroom
- S. Supply Closet



throughout the Spider-Verse. But when he's on his own, he likes to stick closer to home.

Part of that is because Morales is still a minor and attending high school. He's expected to be in class most weekdays during the school year, and he spends much of the rest of his time at his family's apartment in Brooklyn. He does not have a job, much less a place of his own. As grown-up as he might appear to be to some, he's still a kid.

As Morales reaches the final years of high school, he is looking ahead to college and what he might want to do with his life. He's a sharp student with lots of opportunities, and narrowing those choices down can be hard. On top of that, he's committed to using his super-powers to help others as Spider-Man, and balancing the demands of such a life with his other responsibilities is always a struggle.

Morales is lucky to have mentors he can call on for training and advice. Even he can tell, however, that Peter Parker has hardly mastered the juggling act required to live a double life as a super hero with a secret identity.

Through it all, Morales is relentless in his belief that no one is beyond redemption. If his foes show even a shred of humanity, he stands ready to help them, and given the chance, he would rather talk things out than settle them with his fists. Despite that, he's ready to use his powers to bring people to justice when he must.

## Style

Morales' stories tend to be lighthearted but tinged with tragedy. At the start of his career, he was a reluctant hero, unsure that he could measure up to the demands placed upon him. He bore witness to appalling tragedies—like the deaths of Peter Parker, his Uncle Aaron and his mother, Rio—that would shake anyone, much less a young teenager. Despite that, he always steps up when it's clear to him that he must.

Some of Morales' adventures have been pretty dark, focusing on the terrible things that the worst people—like Carnage or the Assessor—are willing to do for power. While this horrifies the teen, he tends to see the good in everyone, and most people—even longstanding villains like the Scorpion—respond well to his kind nature. However, the nonstop super-heroics have begun to take a toll on Morales and he has sought the help of therapist Dr. Keisha Kwan, who is an expert in aiding super-powered individuals.

Many of Morales' adventures feel more like romps than gauntlets. In them, he relies on his friends—both with super-powers and without—to help him figure out what's going on and how best to respond. Unlike Parker, Morales doesn't use jokes as a defense or to distract his foes but because he actually finds humor in the things happening around him.

## The Pain of Secrets

More than most other Spider-Heroes, Morales has had to deal with serious drama when his secret identity as Spider-Man has been revealed. Many super heroes keep their real names a secret to stop others from attacking them at home or otherwise threatening the people they care about most.

In Morales' case, though, he also feared his parents would not approve, and the first time his father learned about Morales being Spider-Man proved him right.

Since then, his entire family has learned about his powers and accepted the risks that he takes, though it took some time for them to come around to that. In the case of his father, it took the destruction of the Seventh Cosmos and his rebirth in the Eighth Cosmos. That's not something most heroes can count on—or would want to.

Keeping secrets from the public and foes is one thing. Keeping secrets from family and friends can drive wedges between heroes and those who love them the most. These people often sense that something is different about the heroes. They wonder why they're not around these days, what they're doing when they're not available and what kinds of risks they might be taking.

Such issues inevitably cause suspicions, and those can lead to family and friends snooping around, trying to figure out what's going on. If a hero doesn't come clean, this can foster distrust, arguments and even dissolutions of vital relationships.

## Love Interests

Keeping a secret identity is a major reason that many super heroes choose to date other heroes. Morales serves as a good example of this. He has dated a few people, but his longest romantic relationship so far is with Starling.

Dating another super-powered person often makes things simpler. It means that the two heroes can go on adventures with each other. In addition, the pair often deal with the same kinds of issues in their lives—things they can't talk about with most civilians, especially at the start of a romance. It's refreshing to connect with someone who can identify with your concerns.

On top of that, if the heroes share their secret identities with each other, they're both less likely to worry about the one they care about. If only one person in a couple has powers, the unpowered one often is frustrated that they can't offer their partner direct assistance. Conversely, the powered one might worry that their partner would be at risk if anyone discovers their relationship, even if their own identity is kept secret.

Art by Szymon Kudranski & Justin Ponsor





## Developing Powers

Morales recently developed a new manifestation of his Venom Blast: a bioelectric sword he calls a Venom Sword. Discovering new powers (and new uses for powers) often happens, especially with younger heroes who are still developing physically.

With some characters, that means the player should add a new power to their character profile. This often is part of the character progressing from their current rank to a higher one.

Look for a new profile for Spider-Man (Miles Morales) in Chapter 11: Characters. This depicts Morales at Rank 4, complete with new Spider-Powers. It reflects that he's grown older and more seasoned as a hero.

For more subtle ways to show how a hero can come up with new uses for existing powers, like Morales often does, see Chapter 10: New Rules for details about learning and deploying power stunts.

## Friend in the Chair

Morales is unique among Spider-Heroes in that he often relies on friends without powers to help him from a distance, often from the safety of their home. In many cases, this friend is Ganke Lee, sitting in the dorm room he shares with Morales, but others—including Morales' father and mother—can also manage in a pinch.

The job of the friend in the chair is to handle research and other kinds of coordination for the hero while they're in a confrontation or racing from one encounter to another. The friend gathers the kind of information the hero might need but doesn't have the time (or connections or skills) to investigate. Their help is often indispensable, as they can prevent the hero from taking wrong turns or working from incorrect assumptions.

In some situations, the friend in the chair can help the heroes navigate their way into secure buildings or facilities. To do this, they often describe what the heroes should be seeing and what kinds of obstacles they should look out for. They could also operate a remote drone to give the heroes an eye-in-the-sky view of the area.

How the friend in the chair communicates with the heroes depends on the heroes' capabilities. In Morales' case, he often simply uses his cell phone to speak with Ganke, perhaps with a Bluetooth earbud when he needs to work hands-free. They're teenagers, after all, without massive resources behind them.

Other heroes might use wireless comms earbuds that don't require a connected cell phone. Telepaths can use telepathy to speak with their linked friends without fear of jammed or weak signals.

As with all characters not controlled by the other players, the Narrator should take on the role of the friend in the chair, relaying information to the heroes as best they can.

Of course, such friends are not infallible. They usually try their hardest to help, but they can make mistakes like anyone else. To reflect this, any Logic checks the friend makes to help the heroes should be rolled in secret. If the friend succeeds on the check, they can relay correct information to the heroes. If the friend fails the check, it's up to the Narrator whether the friend gives the heroes bad information or simply cannot find the information they wanted.

In most cases, giving bad information should be rare. The heroes rely on the friend in the chair because they

trust them to do proper research and work in their best interest, not get them in deeper trouble. But sometimes, canny villains may disseminate misinformation specifically to cause such troubles. See Chapter 10: New Rules for more on "Remote Assistance."

## Adventure Hooks

Here are adventure hooks to get you started with adventures for Morales or heroes who want to play his kinds of stories.

- ▶ A notorious super villain who used to plague the older Spider-Man (Peter Parker) is robbing grocery stores in Brooklyn, stealing pallets or entire truckloads of food at a time. Is he selling the food to gangland suppliers at a cut rate? Is he bringing the food to unhoused people who need it but are reluctant to visit food pantries or shelters? Maybe they're also wanted criminals who fear being arrested for their past crimes, or perhaps they're mutants who are afraid to show their faces.
- ▶ There's a new student at Brooklyn Visions Academy, and it turns out that they have powers too! Are they using their abilities to cheat in their classes or school athletics? Have they decided that the only way to pay for their tuition is to commit crimes? Or maybe they're suspected of such things but are actually trying to help other super heroes without attracting attention for fear of how it might disrupt their life. Will the characters become their rivals, foes or mentors?
- ▶ Someone discovers the heroes' identities and tries to blackmail them into doing certain things. Does the blackmailer threaten the heroes' families and friends for their own evil ends? Or are they trying to do the right thing and just don't trust the heroes to follow suit without being compelled? Might they have a secret of their own that they're hiding, and if so, can the heroes figure it out and forge a truce with the blackmailer, or is there no easy solution to this trouble?
- ▶ Fights start breaking out at farmers markets in Brooklyn (which has more than 40 such locations), and some of them are becoming violent. Word is that Roxxon has genetically modified certain vegetables to make them addictive, but they have the side effect of making the addicts aggressive. Is Roxxon really behind this, or is some other group trying to destabilize New York via its fresh food supply? This kind of challenge requires finding proof through stealth, investigations or other means. How can the heroes stop this without breaking the law themselves—or do they care if they do?
- ▶ A blackout hits Brooklyn, and it's up to the heroes to keep the peace. They discover that the community stands ready to help guard against criminals taking advantage of the situation—but they still need help and lots of it. To make matters worse, the blackout was no accident. Someone hacked into the power company's servers to bring the entire city down, and it's up to the heroes to track down the culprits. Is the blackout meant to be a threat on its own, or is it part of a wider plot to distract the heroes while the villains pull off a far bigger operation like a heist or a prison break?





# THE MARY JANES





# GHOST-SPIDER

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**ALTHOUGH GWEN STACY'S LIFE WAS CUT TRAGICALLY** short in Earth-616, her Earth-65 counterpart took center stage both as a drummer for a rock-and-roll band named The Mary Janes and as her world's most important Spider-Hero.

## ORIGIN

While attending a demonstration on radioactivity, high school student Gwen Stacy was bitten by a spider and developed arachnid-based powers. Inspired by her police captain father's strong sense of justice, Stacy felt compelled to use her newfound gifts to fight crime—though she also took great joy in the media attention she received and developed a wisecracking persona to attract views. Disapproving media magnate J. Jonah Jameson dubbed her “the Spider-Woman,” while retired crimefighter-turned-billionaire-mogul Janet Van Dyne (A.K.A. the Wasp) supplied the young hero with a costume and web-shooters.

## HISTORY

An early tragedy would make Stacy truly serious about her mission as a Spider-Hero. Her friend Peter Parker was relentlessly harassed by high school bullies. Though Stacy did her best to protect him, the attacks didn't stop, so Parker used his scientific knowledge to try to give himself powers like Spider-Woman. Instead, it turned him into a monstrous hybrid of human and lizard.

Parker attacked the Midtown High Senior Prom, and Stacy—not knowing who the creature was—put all of her superhuman strength into fighting him. When the creature neared defeat, it transformed back into Parker. Severely beaten, he died in her arms. The authorities and the public at

large blamed Spider-Woman for Parker's death, not knowing that he'd been the creature who'd attacked the dance. Stacy vowed to use her powers to fight crime to redeem herself for her part in this tragedy.

Trouble came calling for Stacy when the Rhino attacked her father during a Mary Janes concert. Spider-Woman defeated the villain, but Stacy was forced to reveal her identity to her father.

Stacy got her first experience with the Multiverse when she was recruited by Spider-UK of Earth-833 to combat the Inheritors, a group that fed on the life essences of beings connected to spider-based superhuman abilities. She met countless heroes from other worlds bonded by their powers and helped to defeat the Inheritors.

Upon her return to Earth-65, Stacy faced continued ill will from the general public. She attempted to apprehend a newly active villain called the Vulture, but her efforts earned her a run-in with Frank Castle, the police officer assigned to lead efforts to apprehend Spider-Woman. (In Earth-616, Castle became the Punisher.)

Stacy later joined a multiversal group of heroes calling themselves the Web-Warriors, who protected worlds that had lost their Spider-Heroes. The team used dimensional travel watches: wrist-worn devices that enabled them to view and travel to worlds along the Web of Life and Destiny.

Back in Earth-65, Stacy discovered that a new Lizard had arrived in the form of her former science teacher Curt Connors, who was aware of Parker's formula: the Lizard Mutagen. Later, Harry Osborn, a friend of both Stacy and Parker, also learned of the mutagen and ingested it to become the Green Goblin. Stacy saved Osborn by convincing him to administer a suppressant to the mutagen before he lost control of himself.



Stacy's travels through the Multiverse allowed her to befriend a pair of Spider-Heroes from Earth-616: Spider-Woman (Jessica Drew) and Silk (Cindy Moon). When the two visited Earth-65, they discovered Moon's counterpart there secretly led a criminal network known as S.I.L.K. That version of Moon managed to steal the interdimensional technology from the heroes, stranding them all in Earth-65.

With help from that world's Reed Richards, the trio traveled back to Earth-616, only to discover that the Moon of Earth-65 had arrived before them. They caught up with her in the Baxter Building, where Moon revealed that her work to meld genetic material from an extraterrestrial arachnid to an Earth spider, which she then released into the wild, led to Stacy receiving her Spider-Powers. Moon then stripped Stacy of those powers.

For some time, Stacy was powered only by temporary doses of an isotope. As she neared the end of her supply, her world's Matt Murdock—who operated as a criminal overlord under the codename Kingpin—gave her an unlimited supply of what she needed to remain a super-powered hero.

In an effort to permanently regain her powers and avenge a brutal attack on her father, Stacy willingly bonded with the Venom symbiote of her world. She made her way back to Murdock, who admitted his hand in many of her life's challenges as part of his efforts to corrupt her morals, just as his had been. This prompted Stacy to allow herself to be arrested and tried for all charges facing Spider-Woman. She was found guilty and sentenced to serve one year in a maximum-security prison run by S.H.I.E.L.D.

Stacy suffered beatings and other indignities while in prison, but she turned down an offer to see her sentence commuted in exchange for joining a black-ops mission. Upon her release, she confided in her father that she wanted to find a way to help people while avoiding violence.

Stacy found herself with the Web-Warriors once again when the Superior Spider-Man (Otto Octavius) commandeered cloning technology that unintentionally allowed for the return of the Inheritors. As Stacy struggled with the Inheritor Verna, she was stripped of her dimensional-travel watch and deposited in Earth-3109. There, she met that world's Peter Parker and Mary Jane Watson, who explained that their Gwen Stacy had become that world's Green Goblin, while their Spider-Man was none other than Harry Osborn. They teamed up to help the Earth-3109 Stacy suppress the psychosis that made her fight as the Green Goblin.

Afterward, the recovered Stacy used her and Osborn's research to create a device called the Ticket to the Multiverse that was keyed to Earth-65 Stacy's DNA and allowed her to travel the Multiverse. She used it to recruit other Spider-Heroes to travel with her to fight and defeat the new Inheritors. She also learned that the Web of Life and Destiny had been destroyed, leaving her as the only Spider-Hero still capable of traversing the Multiverse.

With this ability, Stacy began to reinvent her life. She decided to enroll in Empire State University in Earth-616, dividing her time between that reality and her life in Earth-65. This split allowed her to better balance her life as a civilian and a hero, as her identity was widely known in Earth-65. Circumstances in Earth-616 prompted her to adopt the codename Ghost-Spider, inspired by a comment by Spider-Man (Miles Morales) as well as by her belief that death seemed to follow her and all her multiversal variants.

A premonition of Earth-616's Spider-Man (Peter Parker) dying at the hands of a powerful unknown foe led Stacy to connect with a group of Earth-616 spider-powered heroes to form what they called the Order of the Web. Led by clairvoyant Madame Web (Julia Carpenter), the group included Spider-Woman (Jessica Drew), Spider-Man (Miles Morales), Silk (Cindy Moon) and Araña (Anyra Corazón). Their fight began with the return of Sin-Eater, who sought to cleanse criminals of their misdeeds as well as their superhuman abilities.

With Norman Osborn in the villain's sights, Parker set out to rescue his archnemesis, even as Osborn suited up as the Green Goblin to protect himself. Unknown to the Order, Sin-Eater was a pawn of Kindred, who drew upon his collected sins to possess members of the Order. The group rampaged through New York City until Parker made a deal with Kindred to release them in return for his own life.

With the help of Doctor Strange, the Order journeyed into the astral plane in search of where Kindred had taken Parker. There Stacy helped combat some of Parker's deepest fears before escaping with the Order back to Earth-616 to confront Sin-Eater. When the villain shot Madame Web and absorbed her powers of clairvoyance, the rush of information about his future prompted him to take his own life. This gave Kindred the opening to capture them all, only to be attacked by the Green Goblin. Escaping the fray unharmed, the members of the Order chose to continue their association whenever events might warrant.

Later, back in Earth-65, Stacy was separated into five alternate heroic versions of herself and was forced to unite them to preserve her timeline. After that, she survived a plot from a vengeful widow to kill every Gwen Stacy in the Multiverse. Those incidents, combined with the fracturing of the Mary Janes, proved enough for Stacy to want to vacate Earth-65 for good.

She was contacted by Ouroboros, an agent of the Time Variance Authority\*, who transported her to Earth-616 as a permanent resident with a few conditions intended to protect her friends and family: no uniformed heroics, no interaction with other heroes or villains and no travel between universes. Stacy assumed the identity of Lisa Rogers and set about staying incognito and exerting better control of her symbiotic spider-suit. As is typical for Ghost-Spider, those plans have since gone awry.

## SUPPORTING CAST

Gwen Stacy once had a tight family unit with her father and a strong friendship with her bandmates, but it was all thrown into turmoil with the advent of her Spider-Powers. Her multiversal adventures have further complicated her life on at least two Earths.

### Family

**George Stacy:** Growing up in poverty, George Stacy became a member of the Yancy Street Gang. Meeting his future wife, Helen Carmichael, and becoming inspired by her father, Captain Patrick Carmichael, George went on to join the

\*EDITOR'S NOTE: THE TIME VARIANCE AUTHORITY IS AN ORGANIZATION THAT MAINTAINS THE TIMESTREAM. THEY FIRST APPEARED IN THOR #372. FOR MORE ABOUT TIME TRAVEL, CHECK OUT PAGE 283 OF THE CORE RULEBOOK.  
--OMNIVERSAL OVERTON



New York Police Department, hoping to root out corruption from within. George successfully spearheaded an effort to take down Wilson Fisk, the Kingpin of Crime. When his wife died, George faced raising his daughter alone, balancing the demands of being a single father against his duties and obligations to the people of New York. Initially opposed to Spider-Woman's crimefighting efforts and believing her responsible for the death of Peter Parker, he was determined to bring her to justice. Later, he reluctantly changed his outlook upon learning the costumed vigilante was his daughter.

**Helen Carmichael-Stacy:** Artist Helen Carmichael was the daughter of New York Police Captain Patrick Carmichael. She began dating George Stacy while he was still a member of the Yancy Street Gang. When he was injured during an attack by a rival gang, Helen rescued him and convinced him to seek her father's help exonerating his friends. Soon after, George joined the NYPD, and the two eventually married. Helen died when their daughter, Gwen, was very young.

**Benjamin and May Reilly Parker:** "Aunt May" Parker, along with her husband, Ben, have known Gwen practically all her life. The Parkers and the Stacys bonded over Gwen and Peter's childhood friendship. That relationship

continued after Peter's death and was one of George Stacy's motivations in seeking to capture Spider-Woman. May and Ben investigated Spider-Woman themselves, though, and came to believe that she was not at fault in Peter's death.

## The Mary Janes

**Mary Jane Watson:** Gwen Stacy's best friend since sixth grade, Mary Jane Watson (also known as MJ and Em Jay) focuses much energy and effort into making the Mary Janes a famous and successful band. She also was the first band member to connect Stacy with being Spider-Woman. At times harsh and hot-tempered, Watson has felt neglected by Stacy, jealous of her superhuman abilities and harboring a deep crush on her. These negative feelings were amplified when Watson became fused with the Carnage symbiote, which she is learning to control.

**Glory Grant:** After a stint in school detention with Mary Jane Watson, Gloria Grant became a founding member of the Mary Janes as their keyboard player. Stacy has described Grant as the band's voice of reason. Grant and Watson have been romantically involved, although that has ended.



Art by Cliff Chiang





**Betty Brant:** Elizabeth Brant plays bass guitar for the Mary Janes, a spot she earned after commandeering the school's public-address system to sing death-metal songs. Brant is known for her interest in horror and in music with themes that are darker than the tastes of her bandmates. She also lent out the name of her cat, Murderface, as the band's name before they changed it to the Mary Janes.

## Friends

**Spider-Man (Miles Morales):** Gwen Stacy first met Miles Morales in Earth-65 as he searched for his missing father. The two developed romantic feelings for each other and also learned that their Earth-8 versions are married with children. The two parted as friends when they returned to their homeworlds.

**Spider-Man (Peter Parker):** Parker and Gwen Stacy's relationship is one complicated by loss. Both have seen the other's counterpart killed in the course of their heroics, and it greatly affected their lives and their psyches. Despite this, the two have become friends.

**Spider-Woman (Jessica Drew):** Jessica Drew developed superhuman powers due to an injection of a spider-serum by her father. Drew began fighting crime as Spider-Woman, a codename shared by Gwen Stacy when the two first met. Drew has proven to be a friend as well as a mentor to Stacy.

**Spider-Ham:** Gwen Stacy and the cartoonish Peter Porker first crossed paths on Battleworld following the destruction of the Seventh Cosmos, and they worked together to defeat Norman Osborn and the Sinister Six. The two later became members of the Web-Warriors.

**Silk:** When an irradiated spider at a public science exhibition bit Peter Parker on the hand, it fell and bit Cindy Moon on the ankle before dying, granting them both superpowers. Moon was trained in secret and isolated for years before re-emerging as the hero Silk. While with Gwen Stacy in Earth-65, Moon visited the home of her family, hoping to make sense of her own life, only to discover that her counterpart was a super villain. Since Stacy moved to Earth-616, Silk has been making regular visits to check in on the young hero.

## Foes

**Frank Castle (Earth-65):** A former Marine and member of industrialist Tony Stark's private army, Frank Castle joined the New York Police Department and worked alongside Gwen Stacy's father, George. Castle was assigned to succeed George as leader of the task force to hunt down Spider-Woman early in her crimefighting activities. Castle confronted and attacked Spider-Woman on a number of occasions until he became a fugitive of the law himself. He ultimately was arrested and placed in S.H.I.E.L.D. custody.

**Matt Murdock (Earth-65):** This universe's Matt Murdock grew up much like his Earth-616 counterpart—until he was inducted into the Hand's ninja school. A lawyer by training, Murdock worked for Wilson Fisk and eventually assumed control of Fisk's criminal empire. When he became aware of Spider-Woman, he relentlessly attempted to lure her into a life of crime as his apprentice and eventual successor. In one of Murdock's attempts to influence Stacy, he brutally beat her father. In turn, she allowed the Venom symbiote to do its worst against Murdock, who was defeated and arrested by S.H.I.E.L.D.



**Lyla Bennett (Earth-65):** With her scientist husband, Lee, Dr. Lyla Bennett was a top researcher in cloning. A battle between Gwen Stacy and members of the villainous Sinister Six resulted in Lee's unintentional death, which Lyla Bennett blamed on Stacy. She created a series of clones of Stacy, each imbued with the superhuman powers of a member of the Sinister Six. Lyla's plan to destroy every version of Stacy throughout the Multiverse failed when one of the clones wrecked the machine capable of executing the plan, and the resulting explosion killed Lyla and the clone.

**Green Goblin (Earth-65):** Despite Gwen Stacy being close friends with Harry Osborn, his Green Goblin persona in Earth-65 pitted the two against each other after the death of their mutual friend Peter Parker. Osborn also became a humanoid lizard after ingesting the Lizard Mutagen in his efforts to kill Spider-Woman, but those plans were thwarted when Stacy provided a suppressant to the mutagen's effects.

**Cindy Moon (Earth-65):** Cindy Moon of Earth-65 narrowly missed being bitten by an irradiated spider and has been obsessed with Spider-Powers ever since. A genius in the field of genetics, she became an agent of S.H.I.E.L.D., but she eventually created her own espionage organization known as S.I.L.K. She claims to have created the spider that gave Gwen Stacy her powers. Moon attempted to strip Stacy of those powers permanently and became one of her tormentors during her year of incarceration.

**Venom (Earth-65):** Not a villain in the classic sense but certainly an omnipresent antagonist for Spider-Woman, the Venom symbiote is a constant presence in her life. Created from exposing radioactive spider isotopes to the Lizard Mutagen developed by Curt Connors and Peter Parker, the shapeless black mass bonded with Gwen Stacy and sent her into a series of enraged attacks. She has since gained a measure of control over the symbiote, transforming it into a replica of her original hero costume. She needs to maintain a healthy diet to stabilize the symbiote.

**Bodega Bandit (Earth-65):** Dressed in a striped shirt, domino mask and fedora and armed with a small knife, Bodega Bandit has been caught multiple times by Spider-Woman while he was stealing from the Dollar Dog and other small stores. Despite being only a nuisance to Stacy, he considers himself her archnemesis. He lost his dog Bandito to an attack by the Lizard (Curt Connors), but Spider-Woman gave him Pine Cone, her pet hamster, to replace the dog.

## LOCATIONS

When it comes to dimension-hopping, Gwen Stacy numbers among the most well-traveled superhumans in the Multiverse. (When the Time Variance Authority tells you to knock it off, you know you've been getting around.) Depending on the reality in question, here are some locations the Gwen Stacy of Earth-65 is known to frequent.

### Earth-65

- ▶ **Gwen Stacy's home:** The Stacy family lives in a small house in the Forest Hills neighborhood of Queens, New York. Next door is the home of Ben and May Parker and their late nephew, Peter.
- ▶ **Midtown High School:** Although Stacy has since graduated, she attended the Forest Hills neighborhood

high school, and the Mary Janes used the school's gym for band practice. Scientist Curt Connors works there as a teacher.

- ▶ **Dollar Dog:** A fast-food establishment that sells Stacy's favorite corn dogs, located on 65th Street in the Upper West Side of Manhattan.
- ▶ **Clowntown:** A brunch spot in Washington Heights in Manhattan.

### Earth-616

- ▶ **Empire State University:** A college in the center of Manhattan, where Stacy attends classes. Other students at the university have included Spider-Man (Peter Parker), Mary Jane Watson, Harry Osborn, Starbrand (Kevin Connor), Nightmask (Adam Blackveil), Squirrel Girl (Doreen Green), White Tiger (Hector Ayala), Human Torch (Johnny Storm), Nancy Whitehead and the late Gwen Stacy of Earth-616.
- ▶ **Brooklyn apartment:** When the Time Variance Authority moved Stacy to Earth-616, they set her up in a new apartment in Brooklyn under the name Lisa Rogers. Though unfurnished, the apartment has already hosted Ouroboros, Spider-Man (Peter Parker), Spider-Man (Miles Morales) and frequently Silk (Cindy Moon).

### Earth-001

- ▶ **Loomworld:** The location of the Web of Life and Destiny, which allows for travel across the Spider-Verse. The Inheritors used this world as a base of operations, as did the Web-Warriors after the Inheritors were defeated.

## PLAYING IN GHOST-SPIDER'S WORLDS

Earth-65—from which Ghost-Spider hails—differs from Earth-616 in several ways. First and foremost, there are fewer super-powered people, and several counterparts of Earth-616 heroes have been corrupted into becoming villains. Because of this, Ghost-Spider hasn't had many role models to look up to—at least not until she started roaming the Spider-Verse.

In a game set in Earth-65, the hero characters can expect to run into many familiar names, although often in unfamiliar situations or places. Many times, they discover that a hero from Earth-616 is unpowered and ruthless here. Did their lack of powers force them to make ugly choices in their lives, or is something more systemic happening in this universe?

## Themes

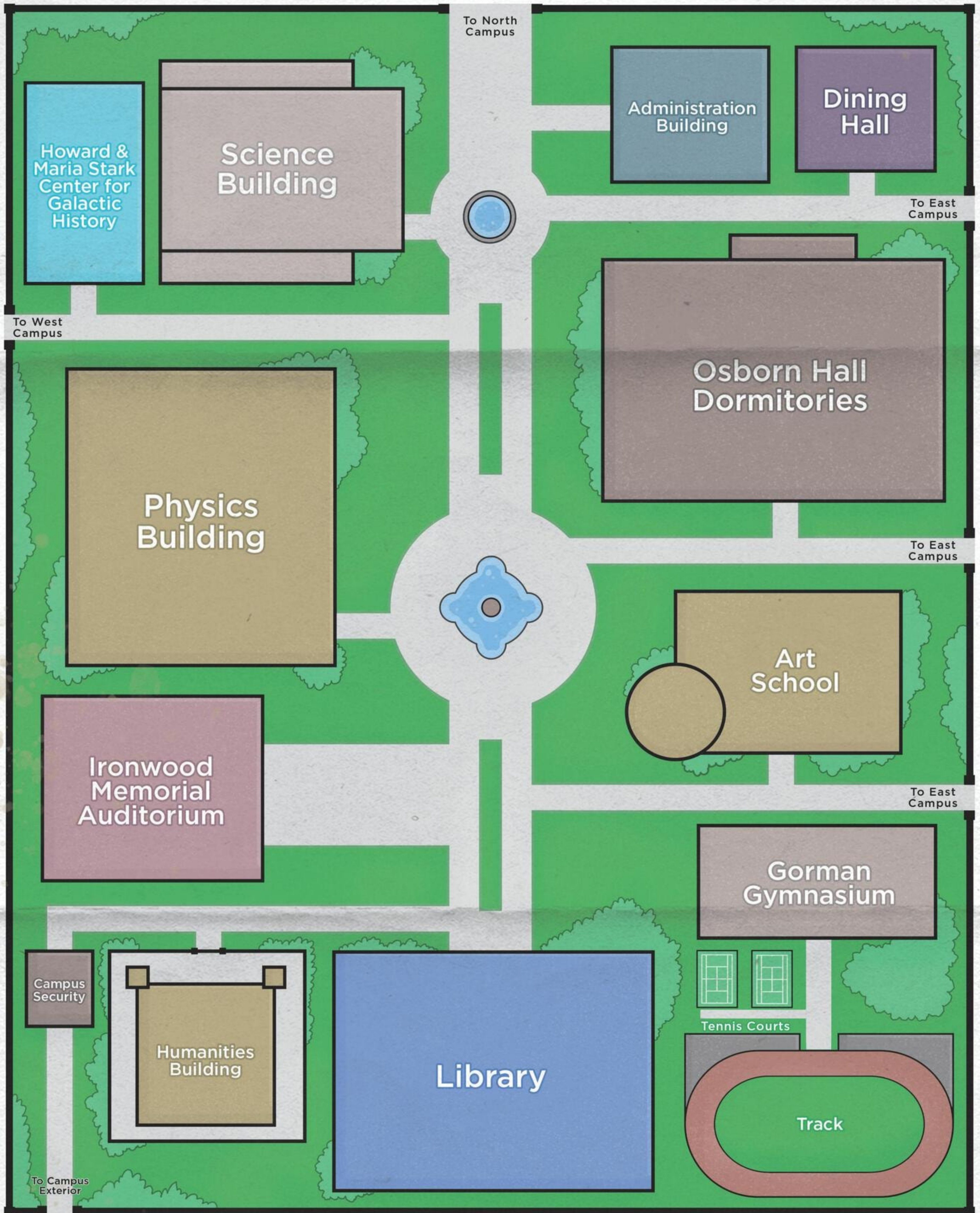
Ghost-Spider's adventures cover a number of different themes, although these have been known to change over the course of her tales. They include:

- ▶ Keeping your identity secret from everyone, including friends and family.
- ▶ Dealing with the consequences of your actions, whether intentional or not.
- ▶ Handling fame and everything that comes with it, especially once your secret identity becomes public.



# EMPIRE STATE UNIVERSITY

CENTRAL CAMPUS MANHATTAN





- ▶ Figuring out who you are, even when faced with clones and variants of yourself.
- ▶ Living with the fact that most of your multiversal counterparts are dead.
- ▶ Doing things with the best intentions and not having them work out.

The themes in these stories tend to evolve over time, but they often focus on matters of identity, both public and personal. These themes overlap in how they tend to profoundly isolate a hero from the people they care about most. This happens despite the hero's best efforts—or sometimes because of them.

Ghost-Spider always means well. But sometimes, that's not enough for the people around her, no matter how hard she tries.

## Goals

In many Ghost-Spider stories, she doesn't want much more than to be able to live the life of an ordinary teenager. Despite this desire, she is exceptional enough in her personal life that few would call Gwen Stacy ordinary. Not many people get to tour with an up-and-coming rock band while attending college in another universe.

Despite all her struggles, Ghost-Spider has a strong sense of right and wrong. She is fiercely independent and ready to stand against any tide, and when she finds herself on the wrong side of things, she's willing to accept the consequences.

Before Stacy had powers, she wanted to play in her band, go to college and make her father proud. Gaining superpowers complicated every part of those plans, and she has often struggled to adjust to the demands of life as a hero. Even so, she always tries to do the right thing, even when others might disagree with her.

Now that Ghost-Spider has paid for her crimes in prison, she wants little more than to dedicate herself to her studies and to the Mary Janes. Unfortunately, her fame as a super hero means many people want a piece of her, both literally and figuratively, frustrating her efforts. Moving to Earth-616 might have seemed like a chance for a clean break, but it's come with its own set of problems.

## Style

While Earth-65 may be darker and grimmer than Earth-616, Ghost-Spider herself doesn't often succumb to such attitudes. Despite everything that's happened to her—all the tragedies and trauma in her life—she's still essentially an optimist. She tends to trust that people are basically good and that she can make things better through direct action.

While Ghost-Spider plays a huge part in the Spider-Verse, in her own adventures, she almost always works alone. In Earth-65, she's one of the few super heroes around, so weirdness tends to gravitate toward her, even when she's concentrating on band practice instead. That fact alone often becomes a huge source of drama between Stacy and those she cares about, particularly her bandmates in the Mary Janes.

Ghost-Spider's adventures swing hard from grim drama to wild stories in which clones or her multiversal variants come calling to disrupt her life. The former tend more toward high school dramas or band-based conflicts that arise out of

the characters' personalities and desires, which often don't line up with each other. Ghost-Spider wants the Mary Janes to succeed, for instance, but she puts saving the lives of others above that. This frustrates her bandmates, who understand her choices but don't enjoy living with the consequences of her regular absences.

The latter type of adventures can lend themselves well to a game in which the Narrator wants to lay out a clear high-concept structure of the adventure and make it easy for the players to follow. For example, if there are four hero characters, you could have them meet counterparts from universes in which the heroes all swapped origins and powers. This can help the characters see themselves and their friends in new lights, offering them insight into how things could have been—and, hopefully, how much they prefer the way things are.

## Redemption

In Earth-616, Spider-Man (Peter Parker) learned a hard lesson when his inaction resulted in the death of his Uncle Ben. Earth-65's Gwen Stacy learned something similar when her actions resulted in her friend's death. Rather than "With great power, there must also come great responsibility," she discovered that great power must be handled responsibly.

While Parker's death haunts Ghost-Spider to this day, she's been on a long journey to redeem herself for her part in it, going so far as to spend time in prison. She no longer needs to do more to redeem herself, but the heroes in your game might feel they require some form of redemption for their own actions.

Super-hero adventures are inherently dangerous, and sometimes, the dice don't fall in the heroes' favor. If something goes terribly wrong for them—and someone else suffers for it—the heroes may feel that they need to find a way to make up for it. It's possible that they could be hunted for crimes related to the incident (real or not) and may have to contend with being pursued not only by the police but by other super heroes as well.

The road to redemption can take many twists and turns, but it can deliver a strong and dramatic adventure that the players become emotionally invested in. Like Ghost-Spider, the heroes may understand intellectually that the horrible thing that happened may not have been their fault. They may, in fact, have had no other choice. But that doesn't mean they shouldn't want to do everything they can to help make up for it.

## Living in a Ghost's Shadow

When Ghost-Spider began traveling through the Spider-Verse and then the wider Multiverse, she was thrilled to find other spider-powered heroes much like herself. Finally, she had people—friends, even—who understood what she was going through and maybe even how best to handle it. They could offer advice or, at the very least, commiseration.

Unfortunately, the sharpness of that delight was blunted by the realization that most of the spider-powered heroes were variants of Peter Parker. This implied that on her world, she had gotten powers instead of him, which in some roundabout, twisted logic had led to his death. Worse yet, on most of the worlds where Parker lived, Gwen Stacy had died. This gave Ghost-Spider a strong sense of survivor's guilt.





Art by Paolo Rivera



This is part of why she bonded more strongly with Spider-Man (Miles Morales) than Spider-Man (Peter Parker). Morales didn't know Stacy's counterpart in Earth-616 and wasn't traumatized by her death at the hands of the Green Goblin (Norman Osborn) the way Parker was. When Morales looks at her, he might see the Gwen Stacy of Earth-1610, who he's met and who had lived—at least until the end of the Seventh Cosmos. When Parker looks at her, he can't help but see the girl he loved until the day she died.

If the heroes in the game start traveling through the Spider-Verse, they could wind up in a similar situation: arriving on a world in which their counterparts—or at least some of them—are dead. They then need to deal with being mistaken for the person they resemble so closely and with the emotional baggage that comes with that. This could include bringing up horrible memories for the counterpart's loved ones, of course, but it could draw out the counterpart's old enemies as well.

Some of those foes might feel they were robbed of their chance to kill the heroes and would now love to make up for that. Others might regret their conflicts with the counterparts and hope to find closure with the heroes. Worst of all, whoever killed the counterparts might be offended by their apparent return and want to put them down again, as permanently as they can.

The heroes might see this as a chance to make up for things they did wrong in their own universe. To make new and different choices in their lives. To pursue paths not taken by assuming their counterparts' identities.

Or they might—as Ghost-Spider did—firmly declare their individuality and do their best to avoid any such entanglements by making their own way in this world or any other. Of course, that's what the other heroes are likely to do eventually, but it might take them a bit longer to get there.

## A Team of Friends

Ghost-Spider is often at her happiest when she's working with other people she likes. This is true in both her civilian identity with the Mary Janes and as a costumed hero with the Order, the Spider-Society or any other team of spider-based heroes. She spent so much time isolated and lonely that she truly appreciates the chance to be part of a team—even if her solitary nature sometimes puts her at odds with her friends.

Ghost-Spider rarely goes along to get along. She has strong opinions and doesn't mind voicing them. That doesn't mean she's always looking for a fight. To the contrary, she just wants to make sure that she and those around her are doing the right thing.

If one of the heroes usually plays one-on-one adventures with the Narrator, adding in new players for big events can be a great way to shake things up. This can help the hero feel like they're part of something bigger, at least for a while. It can be hard to sustain such epic adventures for long, especially if that hero's player prefers the tighter focus of smaller games, but they can make for an exciting break from the norm.

Similarly, if the heroes prefer to work as a team on a regular basis, a hero like Ghost-Spider who speaks her mind can add to the internal drama and thereby heighten the fun. This only works, though, if the hero making objections to what the others have planned is doing so for good reasons and not simply to be obstinate. Few people like to be on a

team where someone is constantly pulling them in the other direction. However, if they're doing it out of concern for the good of everyone, their teammates can understand and tolerate it—and maybe even decide that the hero is right.

## Adventure Hooks

Here are five adventure hooks that would serve well for a game featuring Ghost-Spider or heroes cast in her mold.

- ▶ The hero visits friends in another universe. When they get there they discover that things have changed drastically. Did they wind up in the wrong place by mistake? Did their actions have a domino effect in a universe in which they don't belong? Or is something more sinister going on?
- ▶ Events in the hero's private life start going so well that they can't help but be suspicious of their good luck. Are things finally going their way for once? Or is someone engineering this good fortune to get them to give up their heroic activities? What happens if they are forced to choose between their success and their costumed identity?
- ▶ A multiversal Battle of the Bands pits the Mary Janes against Spider-Punk's Spider-Band—and any band the heroes care to create. Is this all in good fun? Or did the Collectors\* from each of their universes get together to make this happen? If so, even if the heroes win, everyone is sure to lose—unless they can get to the bottom of the plot and ally with the other teams to put an end to it.
- ▶ The hero discovers that someone or something has been taking people from their favorite universe and dumping them in their home universe. Is the culprit doing this to get rid of those people without killing them, or are they somehow trying to protect them? Some of these people might realize that the hero is commuting back and forth between the universes and decide that it must be their fault—or, at the very least, that the hero can provide a solution. But if the hero starts putting people back where they belong, whoever's behind it all is sure to notice, and what might happen then?
- ▶ The hero did something that they feel awful about, and someone discovers their connection to it. This discoverer tries to blackmail the hero into doing things for them. At first, the requests seem simple and lawful enough, but they keep tiptoeing closer to the hero's personal moral line until they stomp right over it. Will the hero destroy the blackmailer? Will they give in to the demands? Or will they make a public confession to rob the blackmailer of their power?

**\*EDITOR'S NOTE: THE COLLECTOR IS THE POWERFUL ELDER OF THE UNIVERSE, WHO HAS A PENCHANT FOR CAPTURING UNIQUE INDIVIDUALS FOR HIS PERSONAL MENAGERIE, AS SEEN IN THE NOW-CLASSIC AVENGERS #28 (MAY 1966) "AMONG US WALKS A GOLIATH." --INTERPOSING OVERTON**









# SPIDER-MAN 2099

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**IN AN ALTERNATE FUTURE KNOWN AS EARTH-928—AND** set in or around the year 2099—corporations run the planet, aided and abetted by a private police service called the Public Eye, which protects only those who can afford to pay for their services. In this brave new world, Nueva York is a modern metropolis. It's a virtual utopia for its wealthy citizens, with one small caveat: Below their feet sit the remains of the old New York City, now called Downtown, home to the poor and downtrodden.

In a reality separated from the so-called Age of Heroes by a mysterious disaster, there are no vigilante protectors to help defend those who cannot pay. That is, until an enigmatic new Spider-Man emerges, causing havoc for the megacorporation Alchemax and igniting a new era of super-heroics.

## ORIGIN

Super heroes had become a thing of the past by the year 2099. They were rarely discussed, aside from the teachings of the Downtown-based religious zealots called the Thorites, a cultlike religion whose adherents dressed like Asgardian warriors and awaited the return of Thor. Scientist Miguel O'Hara, however, found inspiration in what little was still known about the Heroic Age. He was helping Alchemax develop a new breed of super-powered "corporate raiders" designed to have the proportionate abilities of a spider.

As head of the corporation's genetics program, O'Hara had already achieved tremendous success altering the genetic structure of animal test subjects. However, his supervisor, Aaron Delgato, and his boss, Tyler Stone (the head of Research and Development), wanted results fast.

Despite O'Hara's protests, they began human trials and tested the process on a volunteer, Mr. Sims, an experiment that ended with the man's death.

Disgusted, O'Hara submitted his resignation. Stone reluctantly accepted this but secretly drugged O'Hara's celebratory drink with Rapture, a highly addictive hallucinogen. In reality, the Rapture was fake, but O'Hara didn't know this. Stone told O'Hara that if he didn't continue taking it on a regular basis, he would die. In a fit of desperation, O'Hara returned to his lab in the dead of night to use his genetic bonding machine on himself. He believed that if he imprinted his own genetic code back onto his body, he would eradicate the Rapture from his system.

However, as he began the dangerous process, Delgato crept into the control booth. Angry over O'Hara's refusal to play along, Delgato mucked with the experiment, resulting in a lab explosion. O'Hara emerged from the flames a changed man, his body now grafted with the genetic code of a spider. He developed venom-delivering fangs, retractable finger and toe talons, enhanced vision and the proportionate speed and strength of a spider. This terrified Delgato, and in the ensuing struggle, he fell from the Alchemax skyscraper. Using his talons to adhere to the side of the building, O'Hara fled into the night and returned to his apartment.

To prevent his untested talons from ripping his wardrobe to shreds, O'Hara donned the only outfit he owned made of unstable molecule fabric, which was durable enough to contain his newfound abilities. The clothing in question was a head-to-toe blue bodysuit with red markings, which he'd purchased during Day of the Dead festivities in Mexico, and it became the basis of his ongoing costume.



O'Hara soon discovered that he could shoot organic webbing from the back of his wrists. On top of that, he could glide through the air thanks to special cloth taken from a destroyed hang glider, which he affixed to the costume's arms and back. O'Hara adopted the name Spider-Man in homage to the original Spider-Man from the Age of Heroes. He soon became a protector of both Nueva York and New York City below.

## HISTORY

After first clashing with the bounty hunter Venture, Spider-Man discovered the great responsibility—or guilt, as he called it—that came with his role as a hero when he visited Downtown for the first time. There he encountered new faces—like the cannibalistic Vulture as well as the kindly Father Jennifer—all while learning how the rest of the world lived when not blessed with ivory towers. O'Hara was so shocked by the Vulture's cruelty that he let the villain fall to his death at the end of their confrontation. Although the Vulture survived the encounter, Spider-Man's actions showed he was capable of killing when pushed too far.

Spider-Man's rogues' gallery continued to grow as he put his powers to good use. He faced the powerhouse called Thanatos (who sought to breach dimensions using Alchemax's Virtual Unreality program), the hunter of "imperfect" humans called Mutagen, the metal-coated Corporate Headhunter and his Corporate Raiders, the green hulking Travesty and the flawed cybernetic doppelganger Flipside. He also fought off an attack of fake Asgardians and, later, invading Atlanteans. And in true Spider-Man fashion, he even faced his own Goblin, Chameleon and Venom.

Although O'Hara had already experienced a major time-travel adventure in which he partnered with the original Spider-Man (Peter Parker of Earth-616), he was unprepared for the impact time travel would soon leave on his life. When a temporal distortion caused ripples in time, O'Hara discovered that his boss, Tyler Stone—who was also revealed to be his father—was fading out of existence. Knowing that if his father disappeared from the timeline, so too would he, Spider-Man used Alchemax technology to travel back in time to the present day, where he attempted to discover the anomaly that was destroying his future. But his meddling with time only seemed to make matters worse.

Summoned into battle alongside the Spider-Army, a group of spider-based heroes from across the Multiverse, Spider-Man helped defeat a group of spider-hunters called the Inheritors. Returning to his proper place in 2099 after the fight, he found a desolate wasteland ruled over by an evil future Hulk called the Maestro. This turned out to be Earth-15329.

O'Hara used a time platform to escape back to the present day of Earth-616, only to soon be swept up in another time-altering event in which nearly every reality was wiped out of existence, leaving behind only Battleworld, a patchwork combination of former Earths. In this reality, O'Hara was called Miguel Stone and led a team of Avengers. After Battleworld was no more, O'Hara found himself once again stranded in the present day of Earth-616, trying to find a way to prevent the dystopian future from which he hailed from ever happening.

After adopting a new costume that featured camouflage abilities and rocket-booster boots, O'Hara eventually

discovered the root of the incident that was destined to ruin his future. Tyler Stone from 2099 was tampering with the past by attempting to release a plague that would devastate New York City. Spider-Man stopped Stone but was mortally wounded soon after. As O'Hara breathed his last, he was transported back to 2099 and to safety by his mystic ally from that future, Strange.

Eventually, O'Hara came to believe that his era was not an alternate Earth as had once been suspected, but the true future of Peter Parker's legacy. Knowing this, he used a time portal in Earth-928 to travel back to Earth-616's present to attempt to divert yet another time-altering catastrophe. Despite his best efforts, Earth-928 was changed once more. O'Hara stayed behind in the present, however, and aged naturally into the future that was once his past.

By the time the year 2099 arrived, it had its own young Miguel O'Hara, who traveled the wastelands of the so-called Ravage to experiment on some of its mutations. There he encountered a "spider man" and harvested some of its genetic material for his employer, Alchemax. After witnessing repeated visions of the original Earth-928 timeline and its Spider-Man, the young O'Hara met his older self from that now-extinct reality. Old O'Hara revealed to his counterpart that the villainous Doctor Doom had changed the world using magic, causing its citizens to forget their past. The young Miguel then learned of the death of his rebellious brother Gabriel, who had tried to alert the public to Alchemax's immoral experiments. Enraged, Miguel genetically altered his own body using the mutated spider creature's DNA. He finally accepted his fate and became the Spider-Man of 2099 in another alternate future, known as Earth-2099.

Now protecting Nueva York and its surrounding areas, Spider-Man of Earth-2099 has formed an alliance with a new Spider-Woman, Venom and even a team of Avengers, uniting against dire threats ranging from Carnage to Peter Parker's old nemesis, Norman Osborn, who now calls himself the Galactic Goblin.

## SUPPORTING CAST

The original Spider-Man 2099 (of Earth-928) had a personal life easily as complicated as the professional life of his costumed alter ego. Miguel was the result of an affair between his mother, Conchata O'Hara, and Alchemax R&D head Tyler Stone, a secret liaison that would chart the course of his entire life and career.

### Family

**George O'Hara:** Miguel was raised by his birth mother, Conchata O'Hara, and her husband, George O'Hara, whom Miguel believed to be his natural father. George's abusive upbringing and Miguel's headstrong attitude caused the boy to constantly butt heads with both his parents. Nevertheless, when given the opportunity to study in Westchester at the Alchemax School for Gifted Youngsters, Miguel obeyed his father's wishes and accepted a life of climbing the corporate ladder. At the time, he had no idea that the true reason Alchemax head Tyler Stone had taken such an interest in him was that Stone was his real father. George died before Miguel's first foray into crimefighting.

**Conchata O'Hara:** At some point in her past, Miguel's mother Conchata suffered a mental breakdown, and when Miguel first became Spider-Man, she remained institutionalized at the





Wellvale Home. She later released herself and forced her way into her son's life, becoming his secretary and learning about his double life as the famous wall-crawler.

**Gabriel O'Hara (half brother):** Although George and Conchata O'Hara didn't have the happiest of marriages, their relationship nevertheless resulted in the birth of their second son, Gabriel. Gabriel grew to spend much of his time addicted to Virtual Unreality, creating the identity of Firelight for himself in that virtual world. Later, he was seemingly killed by Venom before the timeline's continuity shifted. In Earth-2099, Gabriel was also fated to die tragically. He was killed when caught trespassing at Alchemax, a death that inspired the new version of Miguel to take up the mantle of Spider-Man 2099.

**Kron Stone:** The relationship with Miguel's other half brother was even more strained. The son of Tyler Stone—and even more mentally unbalanced than his father—Kron Stone attempted to kill Miguel the first time they met at school by drowning him in a swimming pool. While neither was aware of their familial bond, their relationship only got worse when Kron assaulted Miguel's friend Xina and Miguel testified against him to school officials. Kron eventually bonded with a symbiote to become a new Venom and prove an even bigger thorn in Miguel's side.

**Tiberius Stone:** Due to several adventures with time travel, Miguel also met his grandfather, Tiberius Stone. Miguel even worked for Tiberius at Alchemax during the present day, finding him nearly as difficult as Tiberius' future son, Tyler.

**Gabriel O'Hara (son):** Time travel also led to Miguel meeting his future son, Gabriel O'Hara, who was named after Miguel's dead brother and became heir to the Spider-Man mantle.

## Significant Others

O'Hara is no stranger to romance, often at the expense of the person he's dating. Perhaps due to his insecurities, he has a tendency to sabotage his relationships before they can be truly successful.

**Xina Kwan:** O'Hara's first love was his schoolmate Xina Kwan, whom he met during his first day at the Alchemax School for Gifted Youngsters. As they grew into adulthood and Xina became an expert in extraterrestrial life and artificial intelligence, their friendship eventually blossomed into a romance.

**Dana D'Angelo:** O'Hara's relationship with Xina fell apart when he met Dana D'Angelo, the girlfriend of his brother Gabriel. When Gabriel neglected Dana one night, she and O'Hara began a fling that eventually led to an engagement. Their relationship later became tumultuous after O'Hara learned that his father was Tyler Stone. Tormented by mental anguish, O'Hara pushed Dana away, and she began dating Tyler, adding further insult to injury. She was later killed by Venom.

**Kasey Nash:** Although O'Hara had a history of stealing his brother's girlfriends, in the case of Karyn "Kasey" Nash, the fault lay at Spider-Man's feet. Infatuated with the wall-crawler, Kasey was only interested in Gabriel when he went along with a ruse that he, rather than his brother, was Spider-Man.

**Tempest Monroe:** O'Hara found perhaps his greatest love when he traveled to the present day of Earth-616. There he met Tempest Monroe, a young woman dying of cancer. After O'Hara used future technology to cure her, he and Tempest fell in love, and she became pregnant with his baby. She was later brainwashed into believing she had killed O'Hara, but in reality, he had been sent back to his own time. O'Hara later returned and reunited with Tempest, living together with their son.

## Allies

**Lyla:** No matter the timeline, Miguel O'Hara isn't great at making friends. In fact, his closest companion is probably LYrate Lifeform Approximation (Lyla), his artificially intelligent holographic assistant. Although incapable of real human emotion, Lyla has become O'Hara's confidante, crimefighting assistant and sometime temperamental roommate.

**Spider-Man (Peter Parker):** In the present day of Earth-616, O'Hara formed a few guarded friendships after he was hired by Peter Parker to work at Parker Industries. Parker checked in on O'Hara from time to time, both in his civilian identity and as the original Spider-Man. For a brief period, O'Hara also worked for Parker's old high-school crush, Liz Allan, at her fledgling company Alchemax.

**Others:** Other crimefighting allies in Earth-928 and Earth-2099 include the Punisher (Jake Galloway), Captain America (Roberta Mendez) and Strange, that era's Sorcerer Supreme. Perhaps the strangest bedfellow of all was Doctor Doom, who—while he was president of the United States in the dark future—offered O'Hara a position in his cabinet as the minister of supernatural affairs.







## Foes

Powerful and often possessing high-tech weaponry that only the future could provide, Spider-Man 2099's sinister foes would pose a challenge to a Spider-Man of any era.

**Tyler Stone:** There is no person in Nueva York who made life harder for O'Hara than his longtime boss at Alchemax, Tyler Stone. As O'Hara's father by blood, Tyler seemed to delight in torturing his son in an attempt to break his adventurous spirit. To make matters worse, at Tyler's employ were the Public Eye, the private police force that answered only to those with deep pockets. They often interfered with Spider-Man's routine patrols, fights and heroics, attempting to arrest the wall-crawler as if he were a common criminal.

**Venom 2099:** Kron Stone was not just the Venom of 2099. He was also the other son of O'Hara's real father, Tyler Stone. Merged with the Venom symbiote, whose origins reach back to the present day, Kron battled his half brother while their father lay helpless in the hospital after being shot. With a malleable form, enhanced strength and the ability to secrete dangerous acid, Venom proved quite the threat to Spider-Man until O'Hara discovered the symbiote's weakness: sonics. Spider-Man defeated Venom, but not before the villain killed Dana D'Angelo in the scuffle.

Kron was imprisoned at Alchemax and separated from his symbiote, which spawned while in captivity. Soon after, the Venom symbiote briefly possessed the body of the Sub-Mariner (Roman) before returning to Kron while its offspring merged with Spider-Man. Venom killed the Punisher (Jake Gallowes) before joining forces with the symbiote-controlled Spider-Man. But when Venom crossed the line and killed O'Hara's other half brother, Gabriel, Spider-Man overpowered his alien parasite by force of will and seemingly caused Venom to fall to his death.

In Earth-2099, a new Venom emerged in the form of high school student Alea Bell. Suffering from a life-threatening malady, Bell was "cured" by an Alchemax infusion that contained a piece of the Venom symbiote. Bell and her symbiote freed the rest of its form from the Alchemax lab and merged to become Venom, a protector of the powerless.

**Vulture 2099:** Armed with artificial razor-sharp wings and retractable metal talons on his gauntlets, the Vulture of 2099 seemed much more threatening than his modern-day predecessor. Spider-Man met the Vulture during his first trip Downtown, learning that the villain led a major clique called the Freakers. A genetic experiment escaped from a lab, the Vulture is a cannibal, feeding on his victims like so much carrion.

**Venture:** A bounty hunter often employed by the higher-ups at Alchemax to do their dirty work, Venture is a highly advanced cyborg armed with futuristic cannons, detachable self-propelled hands and high-tech tracking systems, among other gadgets. The first true super villain O'Hara ever faced, Venture also had a sister who came into conflict with Spider-Man: the nefarious cyborg Risque.

## LOCATIONS

Earth-928 was a technological paradise for those with means—and a haunting dystopia for those without. Above, in Nueva York, people drove expensive flying cars on maglev tracks and lived in posh apartments maintained by holographic virtual assistants. Below, in Downtown New York, people scraped by however they could, many resorting

to joining religious cults or gangs called cliques and living in apartment buildings that hadn't been maintained since the present day.

**Babylon Towers:** O'Hara lived in the ritzy Babylon Towers, waited on by his computer assistant Lyla, whose holographic form was inspired by Marilyn Monroe. As a division of Alchemax, O'Hara's high-rise apartment was located in Nueva York and came with all the modern conveniences like voice-operated lights and communication systems, bio-scanners and state-of-the-art security droids. O'Hara even customized his place to help when he brought work home, installing luxuries like a particle compactor/recycler.

**Alchemax:** In Earth-928, O'Hara worked for Alchemax as the head of their genetics program. His enormous lab—sophisticated in both robotics and computer technology—was located in a streamlined skyscraper towering over the streets, which themselves towered over the structures of old New York City.

In Earth-616, O'Hara opted for a job at the start-up company Alchemax, where he worked for his grandfather, Tiberius Stone. O'Hara was later hired to a much more prestigious position at Parker Industries through his relationship with the original Spider-Man, Peter Parker. There he worked on the upper floors as head of Research and Development, but his real lab was in the basement. Not only did it contain a variety of personal projects, but it also included a time portal that allowed O'Hara to check in on his own universe.

**Downtown:** The longer he worked as Spider-Man, the more O'Hara began to visit Downtown. Full of grime and infested with cults and cliques, Downtown was known for its cars with actual wheels, a retro novelty to the citizens who lived above. As the poor fought to survive in the shadow of the wealthy, Downtown offered few respites. However, one such haven was St. Patrick's Cathedral, its parish led by Father Jennifer, the sister of Dana D'Angelo.

## PLAYING IN SPIDER-MAN 2099'S WORLDS

Unlike many other spider-based heroes, Spider-Man 2099 becomes embroiled not just in multiversal adventures but in complicated epics involving time travel as well. If the players in your game want to have adventures in a dystopian possible future—or if they want to wander about in time and see how that affects the places where they wind up—the adventures of Miguel O'Hara serve as an excellent model.

## Themes

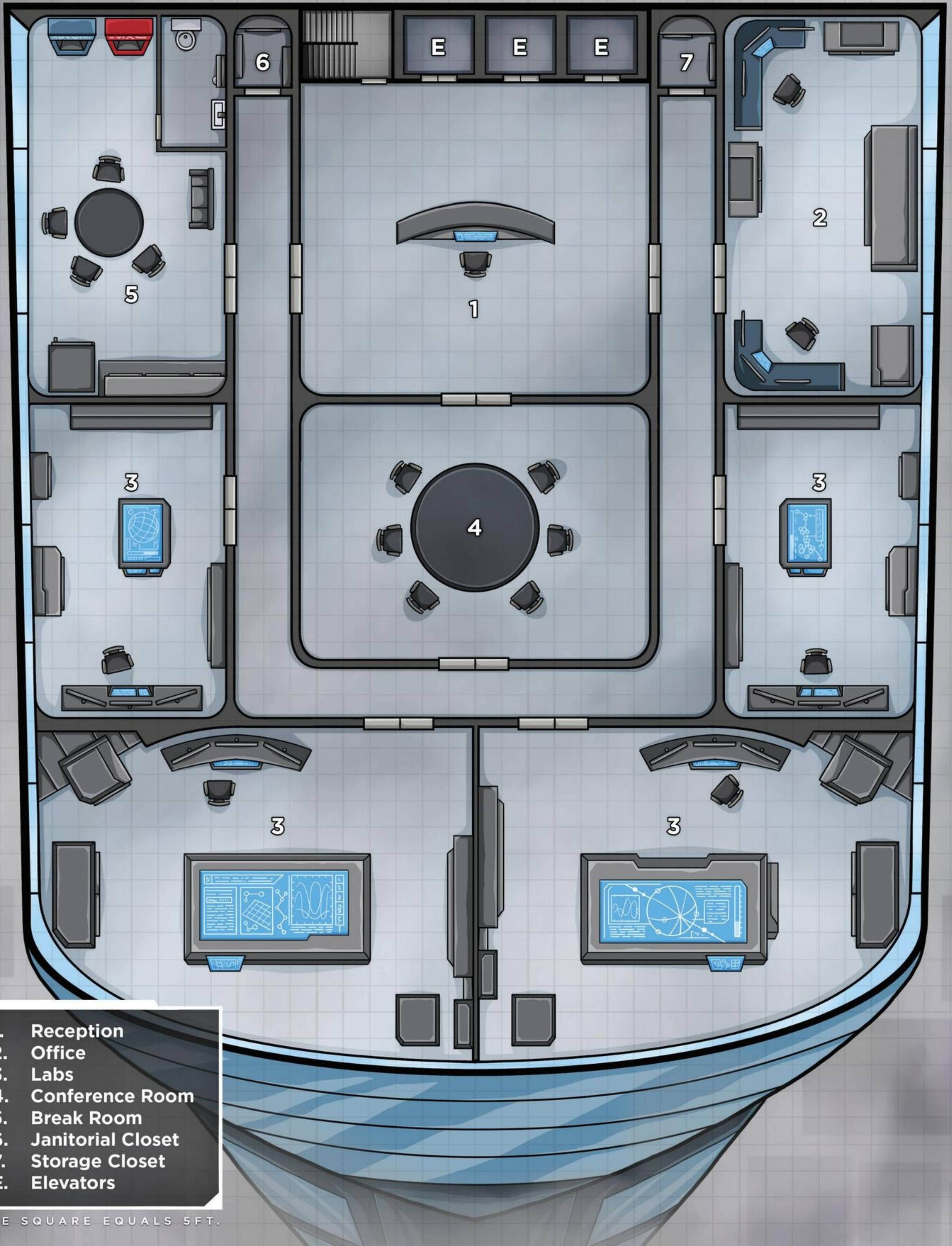
Spider-Man 2099's adventures tend to focus on the following themes:

- ▶ **Family.** O'Hara was shocked to discover that the man who'd raised him wasn't his biological father, which brought up issues for him of biology versus environment. Although O'Hara didn't feel connected to the Stone family, Tyler Stone had been watching him his entire life to ensure his success—at least in the way that Stone defined it.
- ▶ **Destiny.** When people start tampering with a timeline, it's easy to get caught up in whether or not things are "supposed" to happen. Should the world be the way that it is? Is it simpler to change things in the past or to work for change in the present?



# Alchemax Research & Development Building

## Laboratory Floor



1. Reception
2. Office
3. Labs
4. Conference Room
5. Break Room
6. Janitorial Closet
7. Storage Closet
- E. Elevators

ONE SQUARE EQUALS 5FT.



- ▶ **Unintended consequences.** When you go back in time and start changing things around, you may or may not get the effects that you want to see in the future. But what other things might happen that you didn't—or couldn't—account for?
- ▶ **Unknown history.** The people of the year 2099 don't know much about the intervening years between their own time and the present day. From a narrative perspective, this makes it easier to account for stories yet to be told in the present, but it leaves the people of the future in the dark about their history. It's eventually explained as being due to magic used by Doctor Doom, but that doesn't change the fact that almost no one in the future knows much about the relatively recent past.
- ▶ **Legacy.** Despite the missing history between the present and the 2099 period, many of the new heroes and villains that emerge in that dark future bear a strong resemblance to super-powered people from the Age of Heroes. Although there are some entirely new heroes, others—like the Punisher, Captain America, Spider-Man and so on—are clearly inspired by their distant forebears.
- ▶ **Dystopia.** In this dark future, corporations wield more power than nations, and the gap between rich and poor is more pronounced than ever. This can make it feel like one person has no chance to make a difference against such deeply embedded systemic issues—but that's where the heroes come in.

Adventures in the 2099-associated universes often have at least a few of these themes happening at once. Mixing them up to fit your own stories can help keep them fresh.

## Goals

The main goal of anyone in O'Hara's dark future is survival. For those who live in Nueva York, this may seem easy, but even the wealthiest people in that amazing city fear losing their status and being tossed out to live with the people Downtown.

Most of the heroes in Nueva York spend a lot of time trying to keep the powerful and the wealthy from destroying the city. Most of these villains don't set out to cause direct harm, but they are so focused on maintaining their power that they're willing to take ridiculous risks—mostly with other people's lives—to keep a grip on it. They don't care who gets hurt in the process.

Stopping such people is often how heroes get started. The heroes care about Nueva York—or at least the part they know best—and aren't willing to play with the lives of innocents. When faced with horrors being perpetrated, they take direct action to put a stop to them.

O'Hara's later adventures involved keeping others from tampering with the timeline, which he believed would erase his universe from existence. There's some irony in that, as Spider-Man 2099 often visited the past, but he was always able to return to a world he recognized, implying that his actions in the past needed to happen to bring his future about.

When his world started to change, though, O'Hara realized that something had gone wrong, and he set out to repair the damage—whether done by him or by someone else. This can

be a powerful motivation for heroes, and it doesn't have to be limited to those from Earth-928 or Earth-2099. Most heroes of present-day Earth-616 would travel into their past if that was required to keep their timeline stable too.

## Style

Nueva York is generally dark and moody, with most of O'Hara's adventures happening either after dark or far enough from the rays of the sun for there to be little difference. Many of the places he visits are soaked in glowing lights, casting high-contrast shadows.

The future offers all sorts of high-tech advances that are still just dreams in the present day. Cancer has been eliminated. Cyborg prosthetics can replace any damaged organs or limbs. Artificial intelligences are present, if not quite common.

The tone of adventures set there tends to be moody and grim, pitting the heroes against nearly insurmountable odds. Still, there is always hope, as long as good people are ready to take action to protect others and lead the way.

The language of this future differs from the modern day as well. As the name Nueva York implies, Spanish is heavily mixed in with standard English. On top of that, the slang differs, as it incorporates the more high-tech nature of this world. Here are some examples; the context should give a clue to the meaning.

- ▶ "Open the *jam* door, *jammit*!"
- ▶ "What the *shock*? I'm done *shocking* around!"
- ▶ "You son of a *glitch*!"
- ▶ "You are such a *bithead*!"

## Stratification

The people of Earth-928 are classified by the color of the identification card they carry. People at the top have a black card, which serves as proof that they are among the ruling class. Below them, the merely obscenely wealthy carry a platinum card that—among other things—entitles them to personal defense and rescue services from the Public Eye and immediate treatment at any medical facility. Those below that level have to pay for protection or care, and many can't afford it.

Nueva York's social stratification generally matches its physical stratification. Those who live at the top of the tallest skyscrapers have all the wealth and power they could ever need, although many of them still want more. Those who live below have increasingly fewer resources as you go down, even straight through the streets of Nueva York to the ruins of old New York City—often called Downtown—on which the new city was built.

Heroes like Spider-Man 2099 move from one part of the city to another with ease. It helped that O'Hara had been born into a prominent family. He already belonged in the upper part of Nueva York. He might have feared being tossed into Downtown, but as Spider-Man 2099, he went there voluntarily to help people.

Players should discuss where their heroes fit into this social structure. If they have the Rich tag, they are likely platinum card holders and live in one of the luxury high-rises that carve out the shape of the city's skyline. If they have the Poor tag, they probably come from Downtown and



must struggle for food and shelter, much less what people of Nueva York might consider basic rights.

Most people live somewhere in between, hoping to one day ascend into the city's luxurious upper reaches, yet fearing that some trouble will cast them into the horrors of the old city below.

## What's Old Is New Again

The heroes and villains of the future are often variations of the ones in the present. Spider-Man 2099 is a perfect example of that, of course, but there are several others.

When creating heroes for this dark future, consider using modern-day heroes as the inspiration. They don't have to be directly related to the original characters in anything but theme, but they can use the name as a means of honoring the hero from the times before. The difference between the two often comes down to high-tech twists.

For example, a Ghost-Spider of 2099 might be an android (like the Vision) with the powers to become invisible and intangible, as well as being able to climb walls and shoot webs. Or she could be a holographic projection without any physical presence at all, much like O'Hara's assistant Lyla.

Note that the new hero doesn't have to look anything like the original. They can be of a different culture, gender or age. They could even be of a different species, like the Doctor Octopus of 2099, who hailed from Atlantis. And he could just as easily have been an actual octopus genius fitted with the bottom half of a humanoid android to help him get around on land.

## Changing the Future

If the heroes have the ability to travel through time, they have the responsibility—like O'Hara—to do no harm. If they travel to the past and then find that returning to the future takes them to an entirely different universe than the one they left, they know that something's gone wrong. Barring an unlikely intervention from the Time Variance Authority or another agency, the heroes are probably the only ones able to notice the changes and try to set things right.

After each adventure into the past, the Narrator should decide if the heroes can make it back to their original future as planned. Most of the time, this should be easy enough. The effects that most people have on the world at any given moment aren't likely to be felt several decades into the future—especially considering the massive changes that obfuscated the future's knowledge of the past.

However, if the heroes return to a world that's wildly different than what they expect, they might want to do something about it, especially if that world is much worse. If they want to get back to their original reality, they have no choice but to return to the past and make things right—if they can.

This can present all sorts of intriguing possibilities for adventures. First, the heroes must figure out who or what caused the changes in the past. Then they must go back and try to prevent those alterations. They can do this by meticulously searching for clues, as if solving a mystery, or they can attempt to fix things by trial and error, changing whatever looks likely until something finally works.

Of course, when the heroes change things, they might unintentionally make their future even worse. The Narrator





should suggest the relationship between events (if the heroes do X, that will lead to Y happening), so the heroes have a chance to understand the chain of cause and effect. If they can't figure out how to make things better, they're not having an adventure but an exercise in frustration.

## Taking the Long Way

When faced with being unable to directly affect the future, O'Hara decided to travel through time the long way: by living through the present one day at a time. Although this can seem awfully inefficient if the heroes have access to time travel, O'Hara is not alone in trying this method. Many of the time-travelers who joined the X-Men from troubled futures—like Rachel Summers or Bishop—have done so as well.

The main reason is that getting the future you want is complicated and often doesn't depend on changing a single moment in time. Instead, it means getting up and working every day to make the world a better place, just like many heroes in the present already do.

For adventures like this, the heroes should come from a dystopian future like Earth-928 or Earth-2099 and travel to the present day. Because of their future lives, they are sure to have a different perspective on the world than people who are native to this time period.

Unlike the locals, though, who may worry that the future might turn out badly, the heroes absolutely know that it will—unless they work to change things. They have no doubts about the problems the world will face. They've already lived through them.

## Adventure Hooks

Here are five adventure hooks to get you started with adventures for Spider-Man 2099 or heroes who want to play his kinds of stories.

- ▶ A super-powered person emerges in one of Spider-Man 2099's dark futures and claims to be a hero from the present day who is now trapped in this time period. They ask the characters to help them return to their proper era. Are they truly time-lost? Or are they from the same period as the characters and looking to trick someone with a time machine into sending them to the past?
- ▶ Madame Web sends the heroes to the distant future of 2099 to look for the original Spider-Man 2099, who has gone missing. He normally reports to her and the rest of the Spider-Society on a regular basis, and she suspects that he may have returned to his original time without letting her know. Did he return voluntarily, or was he dragged there against his will? Or is it all a ruse to get heroes to travel to the future to be captured there instead?
- ▶ After the heroes get beat up in a battle, they use an unlicensed medical facility in Downtown to heal their injuries. Unfortunately, the clinic has been cutting into the profits of the licensed facilities, which have hired the Public Eye to find the clinic and shut it down, and the heroes' arrival exposed its location. Can the heroes stop the Public Eye's assault emphatically enough to keep the officers at bay? Or should they try to move the clinic to a new location?

- ▶ The heroes travel back in time and later return to their home era in the future to discover that they no longer exist. There is no record that any of them were ever born, and the world has spun on without them. Upon investigation, it seems that their parents were all made infertile. Who did this to them? And is the changed world a better place or worse? (Maybe it's both.) In any case, what can they do to change things back to the way they were?
- ▶ If any of the futuristic characters has taken the name of a super hero from the present-day Age of Heroes, a new super villain arises modeled after one of their namesake's greatest enemies, and they start committing crimes targeting the leaders of Alchemax (or another gigantic corporation). When the heroes confront the villain, they discover that the villain thinks of himself as a hero trying to cut Alchemax down to size. Do the characters try to stop this supposed hero or let them continue? Or do they perhaps team up with them?









# OTHER SPIDER-CHARACTERS

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**NOT EVERY ARACHNID HERO CAN BE A MULTIVERSAL** celebrity like Peter Parker, Miles Morales or Gwen Stacy, but that doesn't make their adventures any less meaningful or fun.

This chapter covers many of the lesser-known Spider-Heroes, the unsung champions who pluck the strings of the Web of Life and Destiny.

## ARAÑA

For countless generations, the secretive Spider Society has been led by a single hero, a "hunter" chosen by fate to wield the powers of the mystic Spider-Totem. Throughout most of the modern era, this chosen hero was an older man and business mogul named Ezekiel Sims. However, after he died protecting Spider-Man (Peter Parker) from a multiversal threat, the Spider-Totem had to find a new host, someone worthy of carrying Sims' legacy.

### The Heart of the Spider

Agents from both the Spider Society and their ancient rivals in the Sisterhood of the Wasp tracked the Spider-Totem to a park in New York City where, to their collective surprise, they found it attached to a high school student named Anya Corazón. Corazón had come to the park to confront a school bully and was equally surprised to be ambushed and stabbed by a bunch of strangers in wasp-themed costumes.

Pulled from the brink of death by a Spider Society sorcerer named Miguel Legar, Corazón awoke the next morning in her room, with only the barest memories of the night's events. Legar observed her in secret for several days, but with the exception of a strange blue spider tattoo on her right arm,

she showed no signs of any new superhuman abilities. However, out of admiration for her adventurous spirit and her athletic prowess, Legar nonetheless approached her with an offer to train under him in the Spider Society.

After several weeks of intense training, Corazón realized that, with effort, she could transform her tattoo into a hard metal exoskeleton—a carapace that enhanced her speed and strength. Emboldened, she repurposed her long-dead mother's maiden name and began protecting her local neighborhood as Araña.

### Becoming Spider-Girl

Although Araña remained nominally associated with the Spider-Society for a while, she lost interest in the organization after Legar was murdered by the Sisterhood of the Wasp. She spent a bit of time as a solo hero before being picked up by the authorities during the first superhuman civil war.

As part of an effort to register and train young heroes, the government convinced Araña to become the new sidekick of Ms. Marvel (Carol Danvers), and the pair ended up getting along so well that they continued their partnership long after the Civil war. Araña had her carapace ripped from her by the Doomsday Man during one early mission, but she stayed on as Ms. Marvel's sidekick regardless, armed with nothing but a pair of grappling bolas and a whole lot of determination. Unfortunately, she had to abandon Ms. Marvel after Danvers came under fire for suspicion of being a Skrull spy.

Crushed by the loss of her mentor, Araña decided to make a fresh start, adopting both a dark new costume and a new codename: Spider-Girl. Sadly, she didn't have



time to enjoy her new duds. Mere weeks after her makeover, her father, Gilberto—an investigative reporter—was assassinated by corrupt government agents as part of a cover-up scheme.

With the help of the Red Hulk (Thunderbolt Ross), Spider-Girl eventually brought her father's killers to justice, but seeing them behind bars brought her no solace. Orphaned and alone, she seriously considered throwing in the towel, only to be called back into action by a super-virus that granted Spider-Powers not only to her but to most of New York City.

Alongside many other Spider-Heroes, Spider-Girl fought to keep the chaos contained while a cure was developed and distributed across the city. However, perhaps on account of her connection to the Spider-Totem, the cure did not work on her, and she retained her new powers permanently. Reinvigorated, she left home to finish her high school education at Avengers Academy.

### Araña Once More

Spider-Girl's time at Avengers Academy was brief, but only because she and her fellow students graduated into active duty ahead of schedule to assist the core Avengers team in handling the fallout from a massive Terrigen Mist attack. It was during this mission that Spider-Girl met Spider-Woman (Jessica Drew) and decided to become the older woman's sidekick—a partnership that lasted all of five seconds before both women were pulled into the chaos of the first Spider-Verse crisis.

Corazón played only a minor role in those initial events, but she commanded a much larger part in the formation of the Web-Warriors and the subsequent Spider-Geddon, in which she led a trio of Spider-Girls on a covert mission to uncover the truth behind the vampiric Inheritors and their sinister plans.

Ironically, right after this Spider-Girl crossover, Corazón's mystic tattoo began to reappear, inspiring her to drop the Spider-Girl name and return to Araña.

Though she still attends college in Earth-616, multiversal adventuring has suited Araña well, arguably better than her adventures back home ever did. Traveling between universes has allowed her to make dozens of new friends and allies, including supportive variants of her own dead parents. Her wealth of experience, combined with her unique ability to manipulate the Web of Life and Destiny, has allowed her to rise as a leader among Spider-People as part of the multiversal Spider-Society, the largest organization of Spider-Heroes in all existence.

### Playing in Araña's Style

Unlike a lot of other teenage adventurers, Araña doesn't have much of a life outside of adventuring. Although she does ostensibly attend college in her free time, she doesn't have a big cast of teenage friends and love interests, nor does she have a regular job.

Because of this, her stories tend to revolve around coming of age as a hero, rather than as a teenager. The themes range from learning to do right by the memory of those who came before to learning the responsibilities involved with working on a big hero team.

Young heroes who are as dedicated as Araña can quickly reach the highest echelons of the Spider-Verse, well in

advance of other heroes their age. That's what happens when you have few outside attachments and can spend most of your time on the hero business. It might not make for much of a social life, but when the fate of the entire Spider-Verse is at stake, that might seem like a small sacrifice.

### Adventure Hooks

Here are some adventure hooks for Araña-style heroes.

- ▶ The young heroes encounter a secret society of people (both from other realities and from their own universe) who have codenames and powers similar to theirs. Is this the start of a friendly rivalry? A long-standing beef? Or a deeper friendship? What does this society want? More importantly, what does a person have to do to get in?
- ▶ The heroes receive a distress call from someone claiming to be Captain Marvel, begging for help handling a massive army of Vermin clones hiding in Manhattan's sewers. Was Carol Danvers really caught flat-footed by a battalion of rats? Or is someone using the heroes' respect for their older colleague to lay a trap?
- ▶ The Spider Society's old foes in the Sisterhood of the Wasp organize a multiversal Wasp Society consisting of hundreds of wasp-themed villains, including several powerful variants of Shathra. They launch a massive assault on the new Spider-Society on the same day the heroes' college midterms start. Can they find a way to simultaneously handle the multiversal threat and pass their exams?

### MADAME WEB (JULIA CARPENTER)

When Julia Cornwall was young, she made a completely blameless mistake, one countless other women have made throughout history: She trusted the wrong man. Despite having promising marks as a student, she dropped out of school to help support her boyfriend Larry Carpenter's career. Larry got a high-paying job in public relations, and soon enough, the pair were wed, with a daughter, Rachel, on the way.

Shortly after Rachel's birth, Julia discovered that Larry was cheating on her with multiple women. The divorce courts awarded her full custody of Rachel, but they denied her requests for alimony, leaving her a single mother with limited options for employment.

### Easy Money

Though she managed to struggle through the next few years, Julia Carpenter was constantly strapped for cash. So when her old college friend Val Cooper reached out with an offer of easy money for a simple clinical trial, Carpenter accepted without hesitation.

What Carpenter didn't know was that her friend worked for the Commission, a secretive government weapons program associated with the villainous federal strike team Freedom Force. The Commission injected Carpenter with an experimental serum that granted her powers akin to those of Spider-Man (Peter Parker). Afterward, they used promises of money and protection to pressure her into joining Freedom Force.

Under the government-issued codename of Spider-Woman, Carpenter spent a few missions with Freedom Force, but she abandoned the program after witnessing their brutal tactics in the field.



Unwilling to let their prize subject go free, the Commission injected three other agents with their secret serum and sent them to track Carpenter down. This Death Web tried kidnapping her daughter to coerce her into killing Spider-Man (Peter Parker). Not one to bow down to hostage takers, Carpenter instead convinced Spider-Man to help her defeat the Death Web. Fearing further retribution, Carpenter took Rachel and fled to California, where she found sanctuary with the West Coast Avengers.

## Arachne

Carpenter became one of the longest-serving members of the West Coast Avengers, continuing with the organization even after they lost their official Avengers status and rebranded as Force Works. But after years of balancing her duties as a super hero with her duties as a mother, Carpenter needed a break. She retired from the team and, shortly thereafter, was attacked by an evil Spider-Woman (Charlotte Witter) who robbed her of her powers and left her bedridden with injuries for months.

Carpenter's old West Coast teammate Shroud (Maximillian Coleridge) set aside his own duties to help her recover, and gradually, the pair fell in love. Coleridge used his considerable wealth to re-create the serum that gave Carpenter

her powers, allowing her to return to the field just in time for the first superhuman civil war.

Under the code-name of Arachne, Carpenter and her new boyfriend entered the war on the side of the resistance. However, they were soon captured and separated by the authorities. To ensure the safety of her daughter, Carpenter signed on with Canada's Omega Flight for the remainder of the conflict.

## Madame Web

After Omega Flight dissolved, Carpenter returned to New York City, hoping that living in her hometown would make it easier to take care of her daughter. This would indeed prove to be the case, but not quite in the way that she expected.

On one of her first missions in New York, Carpenter

and several other Spider-Heroes were kidnapped by the Kravinoff clan. The Kravinoffs wanted to resurrect the original Kraven the Hunter by ritually sacrificing Spider-Heroes, and though they did succeed in bringing Kraven back, they managed to kill only a couple of heroes, one of which was Madame Web (Cassandra Webb).

As her final act, Webb transferred her powers to Carpenter, simultaneously blinding her and transforming her into the new Madame Web. Unable to continue with her usual webslinging, Carpenter adopted Cassandra Webb's position as a precognitive guide for the rest of Spider-Kind.

Taking a step back into an advisory position has given Carpenter the one thing she always wanted: more time to spend with her daughter. Being able to anticipate dangers before they occur allows her to handle her daily duties in a matter of hours, without having to leave New York City or personally fight anyone, though she has occasionally returned to the field to engage with old allies, like Shroud.

As Madame Web, Carpenter has served as an indispensable leader throughout every major Spider-Verse crisis and then some. Without her regular warnings, many of the Multiverse's Spider-Heroes might have died long ago at the hands of the Inheritors or some other equally terrifying cosmic threat. Though she occasionally misses her days in the field, Carpenter wouldn't trade her current arrangement for the world.

## Playing in Madame Web's Style

Madame Web serves as less of a frontline hero and more of an advisor to other more active heroes. Because of that, characters like her are often played by the Narrator to help guide the other heroes. However, they can still work as part of a larger team, given the right circumstances. See Chapter 10: New Rules for guidance on "Remote Assistance"—how to handle characters who mostly serve in support roles.

Still, such heroes don't have to remain on the sidelines. All it takes is a threat that they are best suited to handle to draw them into the field. This is especially true if the people who need help are personally important to the heroes, like friends or family.

Precognitives like Madame Web can sometimes make quick work of standard procedural investigations, but deeper conspiracies can challenge even their powers. If the Narrator takes care to obfuscate important points—perhaps through the powers wielded by the villains involved—that can tempt the hero or their allies to dig further into the mysteries, using their curiosity against them.

If a player wants to play a powerful precognitive like Madame Web, they should discuss this with the Narrator in advance. Setting expectations of how the hero can best function in the game—being able to meaningfully contribute without spoiling revelations and ruining some of the fun—can make it more exciting and intriguing for everyone.

## Adventure Hooks

Here are some adventure hooks for heroes akin to Madame Web.

- ▶ The hero's predictions about the future start to seem like they're going wrong. Are the hero's powers on the blink? Or is someone messing with the hero specifically to undermine faith in their accuracy? If so, to what end?





- ▶ Veiled threats from “the All-New, All-Different Death Web” are sent to the hero, directing the team toward a mysterious warehouse on the far side of town. The messages seem to be coming from the Commission, looking for a new precog to exploit. But is this true? Or is someone trying to trick the heroes into attacking their rivals instead?
- ▶ The hero receives a vision foretelling the Spider-Society’s annihilation at the hands of a bored Beyonder in exactly two days. Can the team find a way to distract this all-powerful nuisance? Can the hero entertain the Beyonder by describing his future? Or do they need to try something more desperate?

## SILK

The radioactive spider that gave Spider-Man (Peter Parker) his powers managed to bite one other person before the radiation killed it: a teenage girl named Cindy Moon. Unlike Parker, Moon had a hard time keeping her powers secret, and her parents found out almost immediately.

Determined to keep their daughter safe, Moon’s parents reached out to arachnid expert Ezekiel Sims. Secretly a Spider-Person himself, Sims feared that the presence of

multiple Spider-Totems in New York City might draw his nemesis, the vampiric Morlun, to Earth-616. So he convinced Moon’s parents to lock her away in a private bunker until they could collectively discover a “cure” for her powers.

Out of respect for her parents, Moon went along willingly, cutting off her college plans and breaking up with her boyfriend Hector Cervantez so she could live in the bunker. Within a few years, everyone who knew about Moon’s whereabouts was incapacitated. Her mother Nari, her father Albert and her brother Albert Jr. all disappeared, and later, Sims died protecting Spider-Man from an interdimensional threat. So Moon spent the next decade alone, training in a bunker, unaware that nobody on the outside was coming for her.

## Life on the Outside

In a bid to create chaos, a group of super villains stole one of the Watcher’s eyes and detonated it in New York City, unleashing visions of long-forgotten secrets upon the populace, including the truth of Moon’s existence, which flitted straight into Peter Parker’s head.

Parker immediately let Moon out of her bunker, and with nowhere else to go, she temporarily moved into his apartment and began helping with his super-hero duties under the codename of Silk.

Both Moon and Parker knew that their proximity to each other could attract Morlun, but the pair’s unique spider-pheromones made them extremely attractive to each other, and they found it difficult to separate for long periods. In hopes of affording her own apartment, Moon got a job under J. Jonah Jameson at the Fact Channel, but before she could consider moving out, Morlun and his entire family arrived in Earth-616, looking to wipe the spiders out.

Parker and Moon recruited allies from across the Multiverse to help them combat these so-called Inheritors, kicking off the first Spider-Verse crisis. The newly formed Spider-Army soundly beat back the vampiric threat, and in the aftermath, Moon resolved to cut ties with Parker and find a place of her own.

## Mr. and Mrs. Moon

With some help from Jameson and the Fact Channel, Moon began looking into her family’s disappearance. She found her brother, Albert Jr., half amnesiac and living on the streets, suffering from the side effects of experimental drugs developed by the Goblin Nation gang. Her parents proved harder to track down.

To obtain further intel, Moon became a double agent. She worked with the Black Cat’s gang to dismantle the Goblin Nation while simultaneously feeding info on the feline antihero’s operations to S.H.I.E.L.D.

Having been thrust into a state between life and death by a magical explosion, Hector Cervantez’s ghost returned to help Moon in her undercover efforts. As the power couple of Silk and Spectro, they did tremendous undercover work, but the authorities ultimately failed to deliver the intel Moon wanted.

Her friends and co-workers Lola and Rafferty were the ones who eventually tracked down her parents. Ezekiel Sims’ old assistant Tamara Pearson had convinced the Moons to enter the Negative Zone in search





of a cure for their daughter's powers, but she abandoned them on the inside after they were attacked by medieval fantasy creatures.

With help from her friends, Moon managed to rescue her parents from the Negative Zone and defeat Pearson. Together again as a family for the first time in years, Moon's parents took over the job of caring for Albert Jr., leaving Moon free to do as she pleased.

### Back on the Beat

After brief stints with a few super-teams—including S.H.I.E.L.D., Agents of Atlas and the Order of the Web—Moon returned to New York City and moved in with her brother, who had recovered enough from his injuries to start attending fashion school.

To pay for her half of the rent, Moon got another journalist job under J. Jonah Jameson at his new media organization, Threats and Menaces. Her first assignment was to investigate the tech conglomerate Fujinet and its enigmatic C.E.O., Saya Ishii.

After some snooping, Moon found that Ishii was not only the daughter of the Maggia leader Silvermane but also a powerful magician. She had built her company by cutting deals with demons, one of whom had just gone rogue and started killing criminals around the city.

At Ishii's request, Moon took the demon down, but the magician came to resent the hero's intervention. She trapped Moon in a recurring nightmare with a dream demon, and when Moon began to beat the demon, Ishii personally entered the dreamscape to merge with the creature. With her brother's assistance, Moon managed to turn the tables on the Ishii-demon and trap it in its own dreamscape. However, Ishii still has many resources on the outside and may one day escape the dream.

### Playing in Silk's Style

A hero like Silk—who spent nearly half her life in total isolation—is even more socially awkward than Peter Parker. She tries to make jokes and pop culture references in battle like he does, but her quips are almost invariably ten to fifteen years out of date. Jameson finds this disconnect from modern culture charming, giving Moon the nickname Analog, but most of the time, her lack of modern knowledge only exacerbates her issues with social anxiety. She used to see a therapist for help with her anxiety, but after he turned out to be Saya Ishii's brother, she put her regular visits on pause.

Such heroes inevitably raise dramatic questions as to the nature of making connections with other people and finding a place in a world that they perhaps don't fully understand, despite being young. This can make the heroes feel aged before their time. Can old-fashioned principles alone carry them to success and happiness, or do they need to play catch-up to fit in? Are they retro, or are they coming back in style?

### Adventure Hooks

Here are some adventure hooks for Silk-style heroes.

- ▶ A villain captures one of the hero's family members and threatens to kill them if the hero tells anyone about it or leaves their home. The hero has plenty of food and water to survive. How do they deal with

being trapped at home? Do they simply ride out the time? Do they find a way to sneak out, risking their loved one's life? Either way, what can they do to keep this from happening again?

- ▶ An old friend who the hero hasn't seen in years appears in the hero's nightmares, begging to be rescued from a dark castle in the land of dreams. Does this friend have some kind of power to communicate through dreams, or is this a trap set by someone else who does? Or could it be both?
- ▶ A variant of one of the heroes invades from another universe and does their best to smear the hero's name by posing as them and committing crimes, insulting friends and angering family members. Did they come for some kind of revenge? To take out their problems on people who resemble the ones they know in their own universe? Or are they trying to make the hero so miserable that they have to flee to the other universe with them?

### SPIDER-BOY

In hopes of catching the eye of the High Evolutionary, mad geneticist Madame Monstrosity kidnapped dozens of people off the streets of New York City and used experimental techniques to turn them into human-animal hybrids known as Humanimals. Her ultimate goal was to create a true super-creature that could easily transform between its human and animal forms. However, after dozens of attempts, she succeeded only in creating even more monstrous Humanimals.

Then she found a young boy named Bailey Briggs.

### Spliced and Diced

Bailey and his mother, Tabitha, were both kidnapped by Madame Monstrosity and subjected to her usual slew of experiments. Tabitha had her DNA spliced with that of a tabby cat, while Bailey had his genes mixed with those of a spider.

Unlike Madame Monstrosity's other subjects, Bailey could somehow control his spider half, gaining its strengths and powers while sacrificing nothing in terms of appearance or mental capacity. The evil madame immediately sent word of her breakthrough to the High Evolutionary, only for Bailey to escape her clutches, leaving her without proof of her supposed genius. Frustrated beyond all measure, she sent her most trusted Humanimal agents to recover the boy.

Hunted and alone, Briggs fell into the custody of Spider-Man (Peter Parker), who agreed to take the boy on as his sidekick. Briggs spent the next few years working alongside Spider-Man to keep New York City safe, fighting crime as the spectacular Spider-Boy.

After countless adventures together, Briggs sacrificed himself to save his mentor from the machinations of the spider-wasp Shathra. He allowed himself to be erased from existence by the Totem Dagger so that Parker could live.

Briggs returned to reality some months later, along with the rest of the Spider-Heroes who Shathra had erased, but he had been gone so long that the Web of Life and Destiny that connects all Spider-People couldn't restore him entirely. His body had returned, but all evidence of his existence—including everyone's memories of him—remained erased.



### Return from Nonexistence

With nowhere else to go, Briggs moved into the F.E.A.S.T. homeless shelter where Parker's Aunt May worked. He did his best to reconnect with Spider-Man, but Parker still had no memories of him. Briggs had a much easier time befriending one of the older girls at the shelter—Christina Xu—who became his closest confidante.

Around this time, Madame Monstrosity rediscovered Briggs and sent her agents to attack F.E.A.S.T. and kidnap Xu. To save his friend, Briggs attempted to surrender to the evil madame, but Spider-Man organized a raid of the villain's compound.

Madame Monstrosity fought back by turning herself into a giant Humanimal, a horrifying amalgamation of dozens of creatures, but she stood no chance against the combined forces of Spider-Man and the Avengers. However, just as she was about to be defeated, the High Evolutionary zapped her away. By transforming into a monster, she had finally garnered his interest—as a specimen.

In the aftermath, Spider-Man's crew used their scientific expertise to turn all the Humanimals, save for Briggs, back to normal. Although Briggs' mother became human again, she still couldn't remember him. In fact, she felt a stronger connection with Boy-Spider, a clone Madame Monstrosity had made from Briggs' leftover DNA.

Frustrated, Briggs sought out Araña and the other leaders of the Order of the Web and demanded that they fix his frayed position within the Web of Life and Destiny. With Spider-Man's help, Araña wove a grand ritual that swung Briggs to the edge of the Spider-Verse and back, ultimately returning him home with all evidence of his existence restored.

### Playing in Spider-Boy's Style

Spider-Boy combines two kinds of themes. First of all, he's a child, roughly 10 years old, which means that his adventures tend to be more lighthearted and less lethal. Second, he was cut so thoroughly out of the Web of Life and Destiny that even his own mother forgot about him, so he was as alone as anyone has ever been.

How would heroes in a similar situation behave? If they are as young and lost as Briggs, where can they turn for help or comfort? Do they want to prove themselves to others, or might they grow to resent people for not remembering them?

Young heroes are generally not as emotionally mature as adults. They might go through a lot, but they're still just kids, subject to the same kinds of fears and insecurities as any other child. This is especially true for heroes who don't always look completely human.

All that said, kids like Briggs are full of optimism and a sense of wonder that often fades as people get older. Young heroes should embrace that for as long as they can. Life—and adventures—sometimes knock that out of them far too early.

### Adventure Hooks

Here are some adventure hooks for heroes like Spider-Boy.

- ▶ One of the heroes' greatest enemies no longer remembers them at all, which means the foe no longer has anything against them. Do the heroes take advantage of that to make friends with the foe this time around? Or do they take revenge on the foe even though the foe may have no inkling why?

- ▶ Spider-Boy's old enemy Killionaire uses his vast wealth to buy all the land around F.E.A.S.T. as part of an attempt to force the homeless shelter to shut down. Can the heroes expose Killionaire's plot and save the shelter without breaking the law? Or might they decide to bend the law a bit to protect the innocent? Perhaps they lose their temper and take the fight directly to Killionaire—which might be exactly what the villain wants.
- ▶ While the rest of the Spider-Heroes are busy tackling an interdimensional threat, Madame Monstrosity returns to New York City, looking to deliver Spider-Boy to the High Evolutionary. Can the heroes defeat the vicious Humanimal without any help from the grown-ups who are usually around?

## SPIDER-WOMAN (JESSICA DREW)

Jessica Drew grew up in Eastern Europe during the quiet period between the World Wars. From a private scientific compound deep in Transia, she watched in awe as her father worked with Herbert Wyndham, the future High Evolutionary, to develop fantastic new genetic treatments.

The abundance of radioactive substances in and around the compound eventually gave Drew a unique form of radiation poisoning, which her father was hard-pressed to cure. Out of desperation, he stuck her into a crude stasis pod and injected her with an experimental spider-serum.

It took decades for the serum to rebuild Drew's DNA, by which point, her parents were long gone. Lost and alone, she stumbled out of her pod a fully grown woman, with the powers of a spider and the mind of a child.

### Secret Agent Arachne

Drew wandered around Europe for a while until she was picked up by Hydra agents, who turned her into Arachne, a brainwashed super-agent. An encounter with S.H.I.E.L.D. Director Nick Fury revealed the truth of her situation. Drew's strong moral center helped her free herself from Hydra's control and flee from her handlers to the relative safety of a broken-down apartment in London.

To better distinguish herself from her old Arachne persona, Drew dyed her hair black and changed her codename to Spider-Woman. She moved to L.A. to start a private detective agency.

For a brief time, Spider-Woman was L.A.'s foremost defender, but after an encounter with Morgan Le Fay left her badly injured and nearly powerless, Drew took a step back from her usual heroics to focus on civilian-level investigative jobs. This allowed her to focus more on her personal life and to develop a real friendship with Captain Marvel (Carol Danvers), who became her best friend.

### A Long Recovery

After helping Wolverine root out corruption in Madripoor, Drew had mostly recovered. She was just beginning to return to her old Spider-Woman role when her powers were partially stolen by Charlotte Witter, the granddaughter of Madame Web (Cassandra Webb). Drew attempted to compensate for the loss by training the newest Spider-Woman (Mattie Franklin), but she eventually returned to the field, determined to restore her full abilities one way or another.



Having heard that Hydra had a treatment that could help, Drew had contacts at S.H.I.E.L.D. set her up as a double agent within the fascist organization. Hydra did have a treatment for her powers, but it was nothing more than a lure to bring Drew in so that the group's allies in a militaristic Skrull cell could replace her with their queen.

Drew spent months trapped in a Skrull warship while the sect's queen posed as her to quietly sabotage the Avengers, paving the way for a Skrull invasion. Though Nick Fury eventually rooted out this secret invasion and rescued everyone the Skrulls kidnapped, the blow to Drew's reputation took years to heal.

She tried to make up for her double's deeds by joining both the Avengers and the S.H.I.E.L.D. offshoot S.W.O.R.D., but neither team made for a particularly good fit. After helping Spider-Man resolve the first Spider-Verse crisis, she realized that New York City was where she belonged, and she set out to restart her old private detective business in the city.

### Adventures in Motherhood

With her life settled down a bit, Drew began to think about children. She had always wanted kids but never had a committed partner.

After carefully considering her options, Drew chose to visit a sperm bank. Around nine months later, she gave birth to Gerry Drew. She continued her adventures right up to the moment of birth, foiling a Skrull plot in her maternity ward while having a C-section.

Balancing the newborn Gerry's care with her regular duties proved to be an even greater challenge, but with her new boyfriend, Porcupine (Roger Gocking)'s help, she made it work. After Gerry got a little older, she was even able to return to the Avengers, albeit on an intermittent basis.

After some time, Drew's old radioactive illness returned, threatening to end her life for good. Though she managed to track down the High Evolutionary and develop a cure, the whole incident left Porcupine feeling so helpless that he broke up with her shortly thereafter.

Soon after that, Drew was briefly erased from existence by Shathra. This temporary erasure also annihilated everyone else's memories of Drew's son, and in the resulting confusion, Hydra kidnapped Gerry. Mirroring Drew's own origins, Hydra forcibly aged Gerry into an adult and brainwashed him into becoming the villainous super-agent Green Mamba.

### Playing in Spider-Woman (Jessica Drew)'s Style

Many of Jessica Drew's most important adventures stem from family issues and a propensity for being disappeared. The main theme centers on being cut off from family—both her parents and her child—and how vulnerable that can make someone to awful influences. While Drew managed to survive a horrifying start, she's now been forced to watch something similar happen to her son, hurting her in a deeply personal way.

There are relatively few heroes who have become parents, especially within the spider-powered community. Heroes who have such connections make themselves vulnerable

to enemies using their children as leverage against them, but that's the same problem heroes have with anyone they care about. A parent, though, has to deal with the additional worry of their children being left alone if something terrible happens to the hero while they're trying to save the world.

In addition, Spider-Woman has often dealt with issues of which side she's on. Heroes who engage in high-stakes espionage in which they can never be sure who to trust can have thrilling adventures with such themes. How long can they work with villains before becoming a villain? At what point do their intentions no longer matter? Where do they draw the line?

### Adventure Hooks

Here are some adventure hooks for heroes like Spider-Woman (Jessica Drew).

- ▶ Suspecting that some of his top agents may have been replaced with Skrulls, Nick Fury Jr. asks the heroes to go undercover within S.H.I.E.L.D. Is this the start of a new secret invasion, or might there be an even more sinister reason for the agents' strange behavior? Or perhaps the trouble lies not with them but with Fury himself?
- ▶ The heroes are hired to assist in the launch of a daycare center for young mutants and other super-powered children. All goes as well as could be expected, until Hydra agents storm the building in an attempt to steal all the children for brainwashing. Can the heroes keep the children safe while dealing with the terrorists? How might the kids' parents react, and will it cause deeper complications?
- ▶ Using an experimental new mind-control device, Hydra brainwashes one of the heroes' most powerful friends. With that hero's help, the villains take the U.S. Congress hostage, threatening to blow up the Capitol if their demands for a new constitution aren't met. Can the heroes infiltrate the Capitol and free their friend from Hydra's control while protecting the hostages? Or is that supposedly brainwashed friend actually an impostor?





## SPIDER-WOMAN (MATTIE FRANKLIN)

As the niece of J. Jonah Jameson, Mattie Franklin spent her childhood watching the world of marvels, seeing on a daily basis the likes of Spider-Man (Peter Parker) but never becoming involved with their adventures. Then one day in high school, she got her chance. Her wealthy father had signed on to perform a secretive ritual called the Gathering of Five with several other rich and prominent individuals, only to balk at the last moment, giving Mattie the opportunity to take his place.

### Becoming Spider-Woman

Save for Franklin, everyone at the ritual already had some form of super-powers, and the magic they conjured did little but enhance their preexisting abilities. As the sole civilian in the crowd, Mattie gained a vast suite of new powers, similar to those held by the original Spider-Woman (Jessica Drew).

Around this time, Spider-Man had disappeared for several months, so Franklin—as a lifelong fan of the wall-crawler—resolved to protect New York City in his place, taking to the streets as the new Spider-Woman. Drew had recently lost her abilities to a villainous Spider-Woman (Charlotte Witter), and she initially took umbrage with Franklin's use of her codename. However, after seeing the young hero bravely defeat Witter in battle, Drew gave Franklin her blessing.

After Spider-Man's return, Franklin pursued him both as a crimefighting partner and as a romantic interest. Because of the age gap between them, Spider-Man consistently kept her at arm's length, and she eventually decided to hang up her costume to focus on her studies.

Sometime later, a group of drug dealers kidnapped Franklin and harvested her blood to make Mutant Growth Hormone, an injection that grants people super-powers. Jessica Jones eventually rescued her, but the incident traumatized Franklin so thoroughly that she moved to L.A. to join the Loners, a super-hero support group.

### Great Responsibility

After a lot of therapy and a handful of cathartic adventures with the Loners, Franklin finally felt ready to return to New York City. Unfortunately, soon after her arrival, she and several other Spider-Heroes were kidnapped by the Kravinoff clan. As part of a scheme to resurrect the clan's long-dead patriarch, both Franklin and Cassandra Webb were ritually murdered. In her final moments, Franklin begged her compatriots to tell Spider-Man that she was brave and that she went down swinging.

Sometime later, the new Jackal (Ben Reilly) created clones of many of Parker's fallen friends, including Franklin, but these clones later fell victim to cellular degeneration and turned to dust. Franklin's clone used her final moments to sacrifice herself in battle to protect her fellow Spider-Hero Silk.

### Playing in Spider-Woman (Mattie Franklin)'s Style

Mattie Franklin was a bright-eyed teenager who spent every day excited by the simple prospect of getting to be part of the heroic world and work alongside legends like Spider-Man and Captain America. With few friends at school and even fewer at home, she regularly ditched classes to hang out with other heroes.

When optimistic teens are heroes, they may be a bit more enthusiastic about putting their lives in danger than they should be. They might know intellectually that being a hero and having wild adventures is inherently dangerous, but like many teenagers, they have yet to internalize the reality of death and do not believe it can actually happen to them.

Because of this, the adventures such heroes go on should primarily be romps: exciting, fun and filled with thrills but not with serious risk of dire consequences—especially for the heroes and the people they care about. Trauma is for other people, after all. Right up until it's not—as when Franklin paid the ultimate price for her heroism.

Narrators interested in guiding their game through that kind of tonal shift should tread carefully. If the other players are up for that, it can make for an amazing way to refresh a game, but if they are taken by surprise, that kind of shock may ruin their fun.

### Adventure Hooks

Here are some adventure hooks that work for heroes like Spider-Woman (Mattie Franklin).

- ▶ After years in hiding, Charlotte Witter returns in an ultra-powerful new spider-enhanced form to wreak havoc on New York City. To defeat her, the heroes are told to re-create the Gathering of Five ritual in an attempt to draw Franklin back from the land of the dead. However, they need the help of the ritual's original leader: Norman Osborn. Is this a good idea? Or is it part of Witter's plan to kill Franklin again herself?
- ▶ A group of super-powered teenagers opens a new shelter for teens displaced by Kamala's Law,\* and they invite the heroes to join their regular support group. During one of the meetings, protesters who don't want the shelter in their backyards arrive. Can the heroes defuse tempers inside the building and get out before matters build to a crisis? What if someone frames the kids in the shelter as criminals or throws a firebomb into the place? What if the kids are actually dangerous?
- ▶ The Jackal (Miles Warren) sends a small army of short-lived Mattie Franklin clones to torment the girl's former mentors. Can the heroes help Spider-Man and his amazing friends to fend off these Spider-Women? Can any of the clones be saved? And can they find the Jackal and put a stop to the harassment?

## THE SUPERIOR SPIDER-MAN (OTTO OCTAVIUS)

After more than a decade of being beaten by Spider-Man (Peter Parker), Doctor Octopus' traumatic injuries caught up with him. Given only a few months to live, Octavius hatched one final plot, a grand scheme to save his own life and defeat Parker once and for all. Using a miniature robot, Octavius ambushed the wall-crawler at a vulnerable moment and used experimental technology to swap their minds, leaving

\*EDITOR'S NOTE: KAMALA'S LAW (A.K.A. THE UNDERAGE SUPERHUMAN WELFARE ACT) WAS LEGISLATION TO STOP THOSE UNDER 21 YEARS OLD FROM ACTING AS SUPER HEROES. SEE *OUTLAWED (2020) #1*. --OVERSEER OVERTON





Parker to die in Octopus' failing body.

However, this swap was not as clean as Octavius had hoped. Along with Parker's body, he got all of Parker's memories and—with them—Parker's sense of responsibility. Filled with a new sympathy for his old opponent, Octavius vowed to become a better Spider-Man than Parker had ever been.

### Parker Industries

Octavius' admiration for Parker quickly turned back toward resentment when he realized that Parker was still one credit short of a doctorate and that Octavius, by extension, was no longer a doctor. Outraged, he re-enrolled in Empire State University, where he fell in love with a charming young scientist named Anna Maria Marconi.

With Marconi's help, Octavius developed a series of miniature Spider-Bots that could surveil and patrol all of New York City, drastically reducing the time he had to spend in the field. He then forced Mayor J. Jonah Jameson to convert the Raft prison into a base for his Spiderlings, minions who could monitor the Spider-Bots and fight the crimes too small for Octavius to bother with.

The initial success encouraged Octavius to quit Parker's job at Horizon Labs and form his own tech start-up: Parker Industries. Alongside Marconi, he forged the company into one of the biggest security contractors on the planet, developing dozens of new crimefighting technologies, which he sold to various governments, private clients and, of course, Spider-Man.

For a few months, it looked like Octavius truly was a superior Spider-Man. He bravely led the Spider-Verse through its first major crisis, handily defeating the Inheritors. Crime rates plummeted in New York City, and though many of Parker's friends found his tyrannical overreaches suspicious, he was too popular for them to challenge.

In the end, Octavius' dreams of a crime-free surveillance state proved unsustainable. Members of the Goblin Nation gang figured out how to exploit his monitoring devices, and they used these workarounds to wreak havoc on the city and kidnap Marconi.

His confidence shaken, Octavius finally had to admit that Parker was the superior Spider-Man. In a final act of heroism, he voluntarily erased his mind, allowing Parker to regain control of his body and save Marconi.

### A Superior Return

Months later, one of Octavius' computers revived a backup of his brain that lacked memories of his final act of humility and heroism. Leaping from clone body to clone body, he briefly returned to his identity as Doctor Octopus before realizing that he liked being Spider-Man more. Under the pseudonym of Elliot Tolliver, Octavius began a double life, teaching at Horizon University during the day and secretly fighting crime as Spider-Man during his off hours.

However, this was cut short when a powerful incarnation of Norman Osborn attacked. To beat him, Octavius cut a deal with Mephisto, giving up his sense of responsibility in exchange for Osborn's defeat.

Later, Octavius became Spider-Man once more to save Marconi from one of his old creations. But after realizing that he was more of a danger to his loved ones than a savior, he gave up his remaining memories of his time as Spider-Man.

### Playing in Superior Spider-Man's Style

Every Superior Spider-Man story fundamentally asks the same question: What might it look like for a villain and narcissist like Otto Octavius to try their absolute hardest to be a hero? What does a commitment to doing good look like for a person who sees others only as tools? What might they accomplish? Where might they go wrong? And how often might they loudly declare that the die is cast?







Such characters can start out as villains and then become heroes despite their immoral nature. Players can, in fact, play existing Marvel villains and explore how they might turn into heroes, or they can come up with villainous new characters all their own.

In a team of such proto-heroes—or with such characters mixed in with a team of actual heroes—there's sure to be plenty of conflict. Can they set aside their philosophical differences with one another for the greater good? Or might they bulldoze over their teammates' ideas? And what sort of stakes could make a loner like Octavius commit to teamwork?

## Adventure Hooks

Here are some adventure hooks for characters like the Superior Spider-Man.

- ▶ Octavius' now-abandoned Spiderlings take over the Raft and go on strike, demanding better pay and working conditions. Can the heroes settle this labor dispute to everyone's satisfaction? Or might they figure out a way to have the Spiderlings work for them instead? And can they resist doing so with threats rather than reason?
- ▶ If the characters are posing as existing heroes—much like Octavius did—some of the original heroes' old allies in the Avengers request their assistance with deep-space reconnaissance. Can the characters hide their true identities from people who have worked with them before while spending days or weeks living together on a spaceship? And how far are they willing to go to protect their secrets?
- ▶ The Spider-Society suffers an attack from the Octo-Society—a legion of multiversal variants of Doctor Octopus. To combat this threat, the Spider-Society must bring the one Spider-Man who thinks like Octavius back into the fold. The Superior Spider-Man must live again. Can the heroes find a copy of Octavius' mind and implant it into a clone body? Or can they find some other way to get Octavius on their side? Can they trust him, or might their distrust encourage him to betray them?

## SPIDER-MAN (EARTH-1610)

While the history of Earth-1610's Peter Parker (the "Ultimate Spider-Man") broadly resembles that of Earth-616's Parker in his teenage years, there are many small but important differences. Rather than being bitten by a radioactive spider, Earth-1610's Parker was bitten by an Oscorp spider that had previously been a test subject for a new Super-Soldier formula—the same formula Norman Osborn would later use to turn himself into a hulking monstrosity known as the Green Goblin.

This world's Parker lost his Uncle Ben in the same way as Earth-616's Parker, but this Parker had his lifelong friend Mary Jane Watson there to comfort him through the loss. Early in his adventures, Parker revealed his secret identity to Watson, and the pair began dating, with Watson intermittently assisting in his vigilante efforts.

## Getting His Webs

After testing his mettle against the Kingpin, Doctor Octopus, Green Goblin and several other villains, Parker encountered his first truly lethal threat: the symbiotes.

Prior to their deaths, Parker's father, Richard, and Eddie Brock Sr. developed a revolutionary new healing suit, codenamed Venom. As soon as Brock Jr. found out about it, he returned to New York City and obtained Parker's help in tracking down the lost experiment.

The suit initially latched on to Parker, but once he realized it was affecting his psyche, he destroyed it. Furious with Parker, Brock donned a copy of the suit and attacked Parker's high school. Through the clever use of electricity, Parker managed to bring Brock down, but soon afterward, a bit of Parker's blood found its way into yet another sample of the suit, which was being held for safekeeping in Curt Connors' laboratory.

The blood/symbiote mixture became a mindless monstrosity named Carnage, and it ate several people in Parker's neighborhood, including his friend Gwen Stacy. Though Stacy later managed to reassert her psyche from within Carnage and return to life in a re-formed body, the incident shook Parker up so much that he broke up with Watson and began dating Kitty Pryde of the X-Men, believing that a super hero like her would be better equipped to handle the dangers in his life.

Despite the distance Parker tried to put between them, Watson continued to face retribution from Parker's enemies, including clones of Parker himself. With separation clearly not working, Parker returned to Watson's side, just in time to face the deadliest threats of his life.

## Death and Rebirth

In what would later come to be known as the Ultimatum incident, Magneto buried most of New York City beneath a colossal tidal wave. The disaster killed millions, and in the chaos of the evacuation efforts, Parker nearly died. It took him months to recover from his injuries and return to his usual webslinging, giving his old enemies ample time to regroup.

Not long after, Parker was ambushed by a powerful incarnation of the Sinister Six called the Ultimate Six. He managed to narrowly defeat his enemies but died of his injuries after battling the Green Goblin. Inspired by Parker's sacrifices, a young boy named Miles Morales took up the mantle of Spider-Man and began protecting New York City in his place.

Years later, Parker awoke from the grave and returned home, brought back from the dead by the regenerative powers of the Super-Soldier formula in his blood. After assisting Morales on a couple of adventures, he left New York City to settle down with Watson.

## Playing in Spider-Man (Earth-1610)'s Style

The most significant difference between the Peter Parkers of Earth-616 and Earth-1610 isn't their history, their personality or their villains. Instead, it comes down to a difference in tone and pacing.

Ultimate Spider-Man's tales put much of the focus on supporting characters and their interpersonal drama with Parker. They take their time to build up the stakes, to let Parker and his friends stew in their own teenage drama and dread before the danger brewing in the background spills out into their lives and pushes their relationships to the breaking point. The adventures may seem smaller from the outside, but the dramatic focus makes the stakes feel higher.



Ultimate Spider-Man's adventures have deadly stakes, fast-paced dialogue and tight arcs that lead cleanly into one another. Even on his best days, Earth-1610's Parker led a life filled with the constant threat of danger.

Games hoping to mimic such a style should make the characters' "downtime" just as dramatic as their heroic activities. Life comes at these heroes fast and relentlessly, and it brings plenty of interpersonal drama along with the action. It also offers dramatic twists on the history of the original characters. Narrators can exploit this by presenting characters and plot elements that might be familiar to the other players but have changes that make them unique. In fact, Ultimate Spider-Man's adventures may be an appropriate fit for a one-on-one game with the Narrator (see "Loner Adventures" in Chapter 10 for details on this kind of game).

## Adventure Hooks

Here are some adventure hooks for heroes like the classic Ultimate Spider-Man.

- ▶ The Green Goblin kidnaps one of the heroes' loved ones, promising to return the hostage unharmed if the hero kills one of their own compatriots. How does the hero react? Do they take an emotional risk and confide in their friends, or do they try to manage the crisis on their own?
- ▶ The heroes' high school is attacked by a hundred-foot-tall version of Big Wheel\* that he declares as (Ferris) Wheel's Day Off. Can the heroes keep the school from being crushed while evacuating their classmates and protecting their secret identities? And what might Big Wheel actually be after, other than them?
- ▶ One of the heroes or their classmates is outed as a mutant with potentially dangerous powers, making them the target of intense scrutiny by school bullies, faculty and local law enforcement. How does the rest of the group react? Do they stick their necks out for their friend and risk the same ostracization, perhaps even jeopardizing their own secret identities? Or do they keep their distance, quietly hoping that the problem goes away on its own? What happens when villains come looking for the newly revealed mutant?

## SPIDER-WOMAN (EARTH-1610)

As part of a plea deal, Doctor Octopus of Earth-1610 helped government scientists create several clones of Peter Parker. The first, Kaine, suffered from a chronic form of cellular degeneration, and to prevent it from recurring, Octavius introduced outside elements into the DNA of his future specimens. The next two clones, Tarantula and Scorpion, fared better, but their extra limbs made them a poor match for Parker himself.

Finally, on the fourth attempt, Octavius found the perfect balance. By making the clone female, he could prevent cellular degeneration while still creating a specimen that looked and acted relatively like Parker.

**\*EDITOR'S NOTE: BIG WHEEL WAS A VILLAIN FIRST SEEN IN AMAZING SPIDER-MAN #182 (JULY 1978), BUT THE EARTH-1610 VERSION HAS NEVER BEEN REVEALED!**  
--ULTIMATE OVERTON

The government planned to brainwash this final clone, Jessica Drew, as a secret agent, but before they could do so, the clones all escaped. With Parker's help—and a small intervention on the part of Nick Fury—the clones broke up the cloning program and defeated Doctor Octopus. In the aftermath, Drew adopted the codename Spider-Woman and left to make a life for herself somewhere far away from Parker.

## Coming Home

After Magneto nearly destroyed New York City with a massive tidal wave, Drew returned to help assist in the recovery. While in town, she caught wind of mysterious experiments involving genetic weaponry within the Roxxon Corporation. Worried that Doctor Octopus might be up to his old tricks, Drew infiltrated the corporation as a scientist under the pseudonym of Julia Carpenter.

Although Octavius was working for Roxxon, he wasn't behind the mysterious weapons. Those were being developed by Reed Richards—later known as the Maker—who had lost his faith in heroism after the tidal wave.

With the help of Parker, Octavius and a number of S.H.I.E.L.D. operatives, Drew uncovered the full extent of Richards' evil experiments and shut them down. As a reward, Carol Danvers offered Drew a position within S.H.I.E.L.D., which she gratefully accepted.

## Spider-Woman and Her Amazing Friends

Drew joined S.H.I.E.L.D.'s super-team, the Ultimates. As their dedicated web-slinger, she helped repel further attacks by Richards, while also mentoring the new Spider-Man, Miles Morales.

For a time, Drew and the Ultimates were the planet's greatest protectors. But after most of the team was badly injured fighting Galactus, Nick Fury formally disbanded the Ultimates program.

Unwilling to let the spirit of the team die, Drew formed a group of her own. Under the codename Black Widow, she talked Morales, Cloak, Dagger, Bombshell and Kitty Pryde into joining the Young Ultimates, an all-teenage super-team.

The Young Ultimates picked up right where the Ultimates left off, protecting the world from threats both cosmic and mundane. They played an important part in thwarting a major Skrull invasion and in resolving the first Spider-Verse crisis.

## Playing in Spider-Woman (Earth-1610)'s Style

Jessica Drew of Earth-1610 was implanted with most of Peter Parker's memories. She also has the same anxieties and fears, the same awkward demeanor and the same dedication to wielding power responsibly. But she differs from Parker in two ways. For one, she lacks the at-home responsibilities that Parker has. She can spend all her time adventuring without having to worry about going to school or taking care of Aunt May.

The other big difference is that Drew is a woman. The fact that she is otherwise nearly identical to Parker and has, in fact, dated several of his closest male and female friends (most notably the Human Torch) raises questions about gender and sexuality that neither of them are well-equipped



to deal with. For this reason, the pair have tried to keep their distance from each other as much as possible.

Heroes playing in such a game might encounter gender-swapped clones of themselves with lives focused on adventuring. Or they could play such clones, based on existing Marvel characters or ones of their own design. As such clones, they might long for the lives they remember but didn't actually live, and they might struggle with memories of being another gender and how that affects their sense of their current selves.

Earth-1610 can be a strange place for those who are more familiar with Earth-616. Before starting a game set there, players should discuss the particulars of how they would like to handle such heroes with the Narrator and their fellow players.

### Adventure Hooks

Here are some adventure hooks for heroes like Spider-Woman (Earth-1610).

- ▶ After years in hiding, Doctor Octopus reemerges into the world with an army of mindless Jessica Drew clones under his command. Spider-Woman calls on the heroes for help dealing with this threat, as she is not only outnumbered but also struggling to convince anyone of her innocence. Is she actually so innocent? Or might this Drew be one of the clones playing a long con on the heroes? Or perhaps on Octopus himself?

- ▶ The other members of the Fantastic Four think they've found a way to bring the Maker back from wherever he's escaped to in the Multiverse so they can end his threat and try him for his crimes. They just need somebody fast enough to stick a multiversal teleportation device on him without being noticed. Are the heroes the right people for the job? Or can they offer support to someone who is?
- ▶ S.H.I.E.L.D. sends the heroes to investigate Roxxon's sketchy new offshore oil rig. Little do they know that the rig is actually a giant maze—a trap set by Roxxon's top mercenary, Taskmaster—designed to test their abilities. Can the heroes survive this? Is Taskmaster trying to kill off his potential competition or find someone he can offer a job?

### SPIDER-MAN (EARTH-6160)

Only a handful of people escaped unscathed from the incursions that destroyed the Seventh Cosmos. One of those people was the Maker, an evil incarnation of Reed Richards from Earth-1610, who managed to inject a copy of himself into every universe in the rebuilt Eighth Cosmos.

These Maker copies attempted to remake the new cosmos in his image. Eventually, most of the copies were captured or killed, while the original Maker was locked away in a maximum-security prison in Earth-616.

Art by Marco Checchetto & Matthew Wilson





Undeterred, the Maker set his sights on a new goal. He would find a world like Earth-616 but on a timeline some decades in the past, at a point at which he could prevent the Age of Heroes from ever coming about. With no heroes around to stop him, he believed it would be easy to manipulate the world from the shadows and use it as a guinea pig for whatever twisted experiments he desired.

### A Mysterious Package

After escaping from prison, the Maker eventually found and settled in Earth-6160. The first thing he did after arriving in that universe was go to a certain laboratory and prevent a certain radioactive spider from biting a certain teenager.

Peter Parker never became Spider-Man and his Uncle Ben never died. Instead, Parker lived the quiet, domestic life his counterpart in Earth-616 always dreamed of. He married Mary Jane Watson and had two kids: Richard and May. He became a successful journalist at the *Daily Bugle*, studying the craft under the trifecta of J. Jonah Jameson, Robbie Robertson and Uncle Ben.

Still, he couldn't shake the feeling that something was wrong. While he was living the good life, the world around him was quietly crumbling.

Over the course of decades, the Maker covertly rearranged the world into seven distinct territories he could control through a handful of super-villain cronies. The United States, Canada and Mexico merged to form the North American Union, with Stane/Stark Industries as its corporate and political center. However, Obadiah Stane and Howard Stark could stand to be manipulated for only so long, and after many years of compliance, they launched a rebellion. In retaliation, the Maker enacted a massive terrorist attack on New York City in Stark's name, killing thousands of people, including May Parker and Norman Osborn.

Stark eventually managed to stop the Maker by sealing them both inside a time bubble. With only two years until the bubble's expiration, Howard's son, Iron Lad (Tony Stark), began preparing for the Maker's return by sending packages of super-hero equipment to those the Maker had prevented from acquiring powers.

Peter Parker's package contained three things: a video message explaining the situation, a radioactive spider and an experimental picotech battle suit. After careful consideration, Parker put the suit on and let the spider bite him. Initially in secret—and later with his family's approval—Parker took to the streets as Spider-Man.

### The Kingpin

Around the same time, the Kingpin began making moves to fill the power vacuum left by Howard Stark's absence, buying up Stane/Stark properties on the cheap and selling them to Harry Osborn, whom he believed could be easily manipulated. Once Harry had a chance to investigate the Stane/Stark files and learn the truth behind his father's death, everything changed. Unable to oppose the Kingpin directly, he donned one of Stark's old power suits and started terrorizing the Kingpin's establishments as the Green Goblin.

After bailing Spider-Man out of a losing encounter with the Shocker, Osborn became Parker's partner in crimefighting. In the meantime, the Kingpin arranged for five of his closest lieutenants to travel to Manhattan and form a Sinister Six to destroy the duo.

### Playing in Spider-Man (Earth-6160)'s Style

In Earth-6160, super heroes are a new phenomenon. Spider-Man is still a rookie hero, just starting to come to grips with his new powers, and he has no mentors or figures he can model himself on. Training with the Green Goblin has helped, but Osborn doesn't have any more experience at crimefighting than he does. Parker is also a happily married father of two, with a lot more to lose if his secret identity is revealed.

Heroes in Earth-6160 are part of the first wave of such people, forging a new means of resistance against a world government that was created specifically to keep them from emerging. Players can take on the roles of brand-new heroes or existing Marvel heroes who have come into their powers despite the Maker's plans—or perhaps simply because of his temporary absence.

Such heroes are often more mature than in other worlds. They may be approaching middle age with a deep sense of discontent, feeling in their bones that their lives aren't as amazing as they were destined to be. They can find that sense of purpose and excitement for themselves, if only they are brave enough to grasp it.

### Adventure Hooks

Here are some adventure hooks for heroes in Earth-6160.

- ▶ A group of super-powered terrorists calling themselves the Seditious Six take over the New York Stock Exchange and issue demands of the Kingpin and the Maker's regime in general. Do the heroes try to stop the terrorists before somebody gets hurt? Or do they find a way to aid their fight against the Maker without the situation leading to violence? Could they (or should they) help the Seditious Six escape?
- ▶ While the Green Goblin is out on a mission with the heroes, his Glider starts a countdown. The device has been turned into a bomb, and there's only seconds to disarm it or get it safely away from populated areas. Can the Green Goblin and the heroes remove the bomb before anyone is hurt? And who could have gotten access to Osborn's secret storehouse of super-hero tech?
- ▶ After uncovering a listening device in their home, one of the heroes realizes the Kingpin knows their true identity. Can the heroes address this crisis without further spreading the endangered hero's secret identity or putting their family in danger? Or is the Kingpin already blackmailing one of them to foil any plans to stop him?

### SPIDER-GIRL (MAYDAY PARKER)

Unlike some alternate timelines, much of Earth-982's divergence from the history of Earth-616 can be traced back to a single point: the birth of Mayday Parker. Peter Parker and Mary Jane Watson were married and had a child named May. The infant was kidnapped by agents of the Green Goblin (Norman Osborn). Kaine recovered May from her would-be killers and returned her to her parents. Afterward, Parker and Osborn had one final confrontation, culminating in an explosion that killed Osborn and destroyed Parker's left leg. The ordeal was so traumatic that Parker finally hung up his webs and got a job working as a police forensic investigator.



Flash forward fifteen years. Most of the old-school heroes have either died or followed Parker into retirement. Having transferred his mind into a robot body, Reed Richards now supervises the Fantastic Five, with his son, Franklin, acting as team leader. Additionally, with backing from Tony Stark, the teenage progeny of a number of old super heroes and villains have come together to form a team called Avengers Next. Both Ben Reilly and Matt Murdock are dead, but Murdock's vengeful spirit continues to stalk the streets of Hell's Kitchen as Darkdevil, manifesting through the body of Reilly's son, Reilly Tyne.

May "Mayday" Parker has just turned 15, the same age her father was when he got his powers. For the moment, she's nothing more than the chipper head of the Midtown High School basketball team, but that's about to change.

## Feeling Loose

Mayday first discovered her powers in the middle of a basketball game, when she dunked a ball so hard it shattered the backboard. Having had the importance of responsibility drilled into her head by her parents all her life, she knew that she had to put her powers to good use. First in secret—and later with tentative parental approval—Mayday adopted her father's iconography and set out to protect New York City as Spider-Girl.

At almost the same time, Norman Osborn's grandson, Normie, discovered his grandfather's old Green Goblin equipment and vowed vengeance against the entire Parker line. To better combat Normie and those like him, Spider-Girl began training under Darkdevil and the former Hobgoblin, Phil Urich. She eventually managed to defeat Normie and convince him to give up the Goblin legacy. Urich then adopted the title of the Green Goblin, repurposing it as his new hero codename.

As Parker and Osborn began to collaborate on crimefighting efforts, they developed feelings for each other. However, because of their history and their age difference, they never acted on them. Osborn settled down with another reformed villain—the Raptor (Brenda Drago)—while Parker swung through a rotating cast of unsatisfying love interests.

One such interest was the Black Tarantula (Fabian LaMuerto), the young head of a South American crime syndicate, who first arrived in New York City shortly after the assassination of the Kingpin (Wilson Fisk) in prison. The wolflike crime boss Canis faked an assassination attempt on himself to try to convince Spider-Girl that Black Tarantula was killing the underworld's leaders, but with some help from her friends, she uncovered the truth and sent Canis packing. Around this time, Mary Jane gave birth to Benjy Parker, Mayday's younger brother.

With his rivals gone, Black Tarantula seized control of the city's underworld. Although Parker didn't approve of his criminal activities, his general reasonability and his willingness to assist her kept her from taking him down. In fact, by fighting other ambitious criminals like Doctor Octopus (Carolyn Trainer) and the Goblin Queen (Elan DeJuna) known as Fury, she actually helped him maintain his position as underworld boss.

To take down the Black Tarantula once and for all, the criminal Brotherhood of the Screamers hired the original Hobgoblin (Roderick Kingsley) to assassinate the Parkers. With help from Osborn and the Black Tarantula, Mayday managed to stop the Hobgoblin, but the battle left her badly injured, forcing her to take time off to recover.

## And Slamming Heat

As much as Parker enjoyed life as a normal teenager, her sense of responsibility wouldn't let her stay out of the field for long. She returned to webslinging just in time to get wrapped up in another gang war between Black Tarantula's people, Fury and a revived Maggia (secretly led by the Hobgoblin).

Benjy was briefly exposed to the Carnage symbiote in the war's early days, jump-starting his nascent Spider-Powers and forcing Mayday to take more time off to babysit her younger brother. To draw Spider-Girl out of hiding, the Goblin Queen's followers enacted a two-pronged plan. First, they kidnapped Peter Parker and brainwashed him into believing he was Norman Osborn. Then they released a violent symbiote-hybrid clone of Spider-Girl that Norman had created when Mayday was an infant.

Spider-Girl fought back, enough to push the Goblin Queen to merge with the brainwashed Peter and the Mayday clone to form an ultra-powerful Goblin God. By





confronting the so-called deity on the psychic plane, Mayday managed to free her father from his brainwashing and turn the clone against the Goblin Queen, leaving the queen alone and defeated once again.

Afterward, Mayday's clone moved in with the rest of the Parker family and started attending Midtown High as April Parker. Despite Mayday's best efforts to lead her clone down a righteous path, April's resentments and violent impulses eventually got the better of her, and she began slaughtering underworld figures like Tombstone and the Hobgoblin. She nearly killed Mayday too, but the last-minute intervention of a version of April from the future convinced her to sacrifice herself for Mayday instead.

Disturbed by the scale of the gang war's violence, Black Tarantula eloped with his old flame Araña and fled back to South America, installing Man Mountain Marko as underworld boss in his place.

### It's a Spider-Girl Multiverse

Spider-Girl's next major crisis was also the first Spider-Verse crisis. As part of their plans to destroy all Spider-Kind, the Inheritors killed Mayday's father and kidnapped her little brother. Thankfully, with help from other Spider-Girls, Mayday managed to uncover the villains' plans and retrieve her brother. Her father was brought back during the next major Spider-Verse crisis, when the entity known as the Other resurrected Peter in order to bond with him.

Mayday followed her cohorts in the Spider-Army to the army's successor organizations: the Web-Warriors and the Spider-Society. These days, she splits her time between watching her brother, attending school and helping the Spider-Society.

### Playing in Spider-Girl (Mayday Parker)'s Style

Although she's not above the occasional bout of righteous anger, Mayday Parker is a more hopeful person than her father. She believes in second chances and the power of reform. She would rather turn her enemies into friends than beat them up, though she recognizes that the latter is often unavoidable.

Mayday believes that her job as a hero is to protect the innocent, not to punish the guilty. She would let a dozen villains go free to save a single life, and she would never kill anyone herself, no matter the circumstances. Her worldview stands as a heroic and optimistic counterpoint to those of murderous antiheroes like her clone, April.

Earth-982 is a world in which super heroes (and villains) are well into their second generation. Traditions have been established, and there are legacies to live up to. While there are new heroes running around, many of them are students—if not actual descendants—of the originals from the Age of Heroes that Earth-616 is currently living through.

Characters in this universe often have family histories or backstories tied to familiar super heroes or villains, and players should feel free to use such things in their own games. Because issues concerning super-powers have become more understandable—if not quite routine—the world is more accepting of these strange new people and the amazing things they can do. It's a more hopeful age that, while still filled with wickedness, inspires people to think that even individual heroes can make a real difference.

## Adventure Hooks

Here are some adventure hooks for heroes playing in Earth-982.

- ▶ Avengers Next contact the heroes after the team's leader, American Dream (Shannon Carter), suddenly goes missing. Their only clue to her whereabouts is a mysterious goblin figurine that was left in Carter's quarters. Did someone plant it there to taunt them? Or did Carter leave it as a clue? What would anyone goblin-related want with her anyhow?
- ▶ Benjy Parker goes missing, and the heroes are called in to help find him. With the young boy growing into his powers, he could be anywhere. Is he wandering around on his own, or did someone kidnap him? If so, was it to get back at the Parker family for something? Or do they have other plans for Benjy?
- ▶ After decades away, Morbius returns to New York City with a dire message for the heroes: one of Dracula's grandsons is coming after the Parker family, and he won't stop until he has Mayday in his clutches. How can they help protect the Parkers? What does this vampire want Mayday for? Can they trust Morbius' word about any of this?

## SPIDER-HAM

Though it resembles Earth-616 in superficial ways, Spider-Ham's home universe—Earth-8311—is a far stranger and more cartoonish place than just about anywhere in the Multiverse. Often referred to as Larval Earth, Earth-8311 is populated entirely by anthropomorphic animal people whose names and identities loosely play off their more traditional counterparts from Earth-616. In this world, the Fantastic Fur, the Scavengers and the X-Bugs fight for justice against the likes of Ducktor Doom, Baron Zebro and Kangaroo the Conqueror.

### Marvel Tails

Spider-Ham began life as an ordinary and penniless spider named Peter, no more than an inch tall. Out of desperation, the little insect took up squatting in the basement of mad scientist May Porker, who was in the midst of an experiment to create a nuclear-powered hair dryer.

This experiment blew up in May's face, severely irradiating her body and brain. Stumbling around in a stupor, she discovered Peter and, mistaking him for some sort of snack, bit into him. Almost instantaneously, the bite transformed Peter into a pig with the proportional speed and strength of a spider.

This event also gave May severe memory damage, and in the aftermath, she believed that Peter had always been her nephew. Too worried for May's health to shock her with the truth, Peter allowed her to adopt him and began living in her house full-time.

Out of love for his adoptive aunt, Peter Porker vowed to use his newfound powers for the greater good of all animalkind. Disguising himself as the spectacular Spider-Ham, he took to the streets to defend New York City from threats of every kind.

To keep as close an eye as possible on disturbances throughout the city, Porker got a job working as a photographer for the *Daily Beagle* under the supervision of stingy editor J. Jonah Jackal and his nephew J. Jeremiah Jackal Jr.



Jonah's incredible talent for getting into trouble helped lead Porker into his first encounters with many of his greatest foes, including Ducktor Doom, the Green Gobbler, the Kingpig and the Swinester Six. After several such encounters, May introduced Porker to Mary Jane Waterbuffalo, and the two began a long-term relationship, eventually marrying. Villains like Raven the Hunter and the Black Catfish attempted to complicate Porker's marriage, but he managed to preserve it for a while—at least, until he traded it to Mephistork for an unknown reward.

### Across the Porker-Verse

After that, Spider-Ham's adventures began to stray increasingly far from his home universe. He played a small but critical part in the first Spider-Verse crisis, infiltrating the Inheritors and rescuing Spider-Girl (Mayday Parker)'s little brother, Benjy, before the vampiric villains could sacrifice the boy.

Spider-Ham followed the Spider-Army through the next several Spider-Verse events, and from there into the Spider-Society. His ability to survive just about any sort of damage and to always show up at the right moment has made him into one of the Society's most valuable assets.

Though Spider-Ham fights crime on Larval Earth, even his solo efforts tend to involve some sort of multiversal interference. Two of his recent solo adventures centered around an invasion of Larval Earth by agents from the Mojoverse, and a time-traveling cube that took Porker and Waterbuffalo to several alternate Larval universes.

### Playing in Spider-Ham's Style

Peter Porker cracks a lot of jokes, to the point that many people—even in his own universe—consider him to be nothing more than a joke, and an obnoxious one at that. Porker's friends and colleagues in the Spider-Society are the only people with real sympathy for him, and even they consider his existence strange. To them, his odd homeworld where no one can ever die or even really change sounds like some kind of cosmic gag. In fact, in most universes, some version of Spider-Ham exists as a fictional gag character, either on TV or in comics. That said, Spider-Ham usually enjoys his status as a funny little cartoon guy.

The vast majority of Earth-8311 stories are appropriate for small children, and that can make it an ideal setting for young people interested in getting into role-playing games. This universe is a peaceful and comedic place, free of darkness. There is no blood or death, and it's rare that anyone commits a crime worse than hitting someone on the head with an oversized wooden mallet. See Chapter 10: New Rules for how this affects the way the game plays.

Players should feel free to come up with their own cartoony characters for the Larval Universe. Often, these can be animalistic twists on existing Marvel characters, but there's plenty of room for original anthropomorphic heroes too—especially if the players enjoy making puns.

### Adventure Hooks

Here are some adventure hooks for stories set in Earth-8311.

- ▶ After realizing that Larval Earth is full of animal totems, Morlun takes over Spider-Ham's home and tries to turn it into his personal feeding ground—which he kind of hates. He can't hurt anyone permanently, and he complains that everything tastes like cotton candy and is about as filling. Can the heroes defeat one of the greatest threats in the Multiverse without any outside help? Or do they just need to find a way to convince Morlun to leave?
- ▶ The nefarious Ringmouseter spreads delicious, impossibly enticing pies all over town, distracting the heroes from their duties. Can they stick to their regular diet before Ringmouseter destroys New York City? Or is there a way to use his pies against him?
- ▶ Ducktor Doom kidnaps the Fantastic Fur and straps them to a giant rocket, threatening to shoot them into the sun unless the Purrsident steps aside. The Scavengers ask the heroes to infiltrate Doom's base and pave the way for their arrival. Is Ducktor Doom really about to get rid of his greatest foes? Or is this all a massive misunderstanding?





## SPIDER-MAN INDIA

Earth-50101 largely resembles Earth-616, except that Spider-Man and his associated friends and foes have been moved from New York City to Mumbai, India. No super heroes or villains outside of Spider-Man's immediate orbit have yet been revealed to exist in this world. However, incarnations of the Avengers or the Fantastic Four may be out there, somewhere in India or perhaps on distant shores, just waiting for the right moment to emerge.

### The Green Goblin

As a poor and somewhat awkward scholarship student, Pavitr Prabhakar encountered his fair share of bullies in high school. His best friend, Meera Jain, did her best to defend him, but it was cold comfort for a poor orphan boy. One day, while hiding from his tormentors, Prabhakar was visited by an aspect of the Spider-Totem in the form of an ancient yogic spirit who granted him webbing along with the proportional speed and strength of a spider.

Filled with a desire for revenge, Prabhakar rushed back to school, ignoring nearby cries for help. Only after the fact did he discover the cries were those of his beloved Uncle Bhim, who was being stabbed by a mugger. Having learned that with great power, there must also come great responsibility, Prabhakar became the hero known as Spider-Man, protector of the weak and innocent.

Around the same time, the richest man in Mumbai—Nalin Oberoi—captured the spirit of an ancient green demon and used its powers to turn himself into a hulking monstrosity called the Green Goblin. Sensing that Spider-Man could prove a threat to his dominance over the city, Oberoi transferred a portion of his powers to his personal doctor, transforming him into the eight-limbed Doctor Octopus.

Doctor Octopus attacked Spider-Man at his school, and though Prabhakar narrowly managed to beat the doctor, Oberoi responded by kidnapping both Meera Jain and Prabhakar's Aunt Maya. Prabhakar confronted the Green Goblin on top of the Oberoi Corporation Headquarters. Oberoi tempted the web-slinger, tormenting him with visions of power and revenge, but in the end, Prabhakar's love for his family won out, allowing him to banish the green demon.

### The College Years

In the aftermath of the Green Goblin's defeat, Meera Jain and Prabhakar started dating. They continued their relationship through college. Prabhakar assisted the Spider-Army and, later, the Spider-Society throughout the various Spider-Verse crises, but he never took any sort of leadership role in either organization, instead focusing on his community back home.

With Oberoi gone, Prabhakar had few truly dangerous threats to focus on—until Naran Giri arrived. Filling the power vacuum created by Oberoi's defeat, Naran Giri's Giricorps bought up the land beneath Spider-Man's native slums and enacted a campaign of mass evictions. At the same time, he began funding the genetic research of Dr. Kushal Kumar, a madman obsessed with creating a master race of human beings free of love or empathy, driven entirely by their "lizard brains."

By sheer coincidence, Kumar picked Prabhakar out of the crowd at one of his lectures and, unaware of Prabhakar's alter ego, attempted to force an experimental lizard-based genetic treatment on to him. The treatment reacted with the totemic spider within Prabhakar and backfired, transforming Kumar into the Lizard.

Prabhakar quickly switched into his Spider-Man attire and took the Lizard down, earning the ire of both Kumar and Giri. Using his vast wealth, Giri launched a massive smear campaign against the wall-crawler, turning half the city against him.

Discouraged, Prabhakar hung up his webs and took a job with Giricorps, helping them to discredit his former alter ego. Once he discovered the full extent of the smear campaign, Prabhakar threatened to quit, but by that point, Giri had already figured out his secret identity. Giri and Kumar ambushed Spider-Man and beat him brutally in the center of the city slums. He would have died, but the people of Mumbai finally saw how evil Giri truly was and came to Spider-Man's aid. With their help, he depowered the Lizard and chased Giri out of the city.

### Playing in Spider-Man India's Style

Prabhakar abides by the core values of kindness, mercy and, above all, service to his community, as embodied by the Hindu concept of Seva. If he couldn't be Spider-Man, he would find some other way of giving back to his community, through either charity work or another form of mutual aid. This friendly neighborhood wall-crawler takes the neighborhood part of that description very seriously. He is a hero of the people and a protector for the weak and disenfranchised. It's no coincidence that the two major villains he's fought in his career were both uncaring billionaires looking to pave over the lower-caste slums that he calls home.

Although he goes by the codename Spider-Man, the Spider-Society refers to him as Spider-Man India to help distinguish him from his other incarnations.

Games set in Earth-50101 should stick to Mumbai in general, much in the way that Peter Parker spends most of his time in New York City. Such stories usually feature Indian versions of familiar Marvel characters, and players should feel free to come up with others on their own. If you're not familiar with Indian culture, take care to be respectful of it and at the same time enjoy the chance to learn more about it.

Most Spider-Man India stories focus on the inequalities in Mumbai society, pitting heroes of the people against villains who abuse their wealth and stature. Heroes help those who need assistance, knowing that by helping to strengthen their community, they are helping those they can rely on later.

## Adventure Hooks

Here are some adventure hooks for games set in Earth-50101.

- ▶ A massive sandstorm threatens to bury Mumbai's slums beneath many meters of sand. As the heroes rush to evacuate the community, they hear a voice in the wind calling out to them, challenging them to a grudge match on the banks of the Mithi River. Is this an old enemy out for revenge, using the storm as cover? Or might this be Earth-50101's Sandman looking for a fight?
- ▶ An outbreak of a deadly new disease tied to bird meat threatens to tear Mumbai apart. The heroes track the source of this Carrion Virus back to the heavily fortified headquarters of the city's newest megacorp: Vulture Industries. Is this an accidental outbreak due to poor conditions in the corporation's processing plants? Or has someone engineered the virus as a means of transforming people living in the slums into mindless slaves? Either way, has it already gotten out of control?
- ▶ Mephisto unleashes a hundred demonic Green Goblins into Spider-Society headquarters, creating mass chaos. Spider-Man 2099 calls in heroes from Earth-50101 to lead a strike team against the demonic legion. Must the heroes fight them all? Or is there something they can do to strike at the heart of the matter and defeat all the demons at once?

## SPIDER-MAN NOIR

In Earth-90214, the age of Marvels arrived in the 1930s. The X-Men, Daredevil and Spider-Man fight for their ideals on the dark and gritty streets of a post-World War I United States, while the growing specter of World War II looms in the background.

Stories in this world heavily borrow elements from classic noir literature and film, and adventures in this universe should borrow from those sources too. The works of writers like Raymond Chandler and filmmakers like Fritz Lang or Billy Wilder can make for great references when trying to portray the tone and style of the Noir universe.

### Mean Streets

The Peter Parker of the Noir universe grew up in the slums of New York during the Great Depression, helping his Aunt May and Uncle Ben organize labor protests around the city. Sometime in Parker's teenage years, one of these protests drew the ire of crime boss and business magnate Norman Osborn, who had Ben brutally whacked.

Determined to expose Osborn as the murderer, Parker sought out a job as an assistant investigative reporter at the *Daily Bugle*. On his first day in the field, he tailed some of Osborn's men to a warehouse filled with stolen artifacts intercepted from overseas shipments. In the process of unloading the shipment, one of the artifacts—an idol of a spider deity—broke open and released a flood of ancient spiders into the building. These strange, mystic spiders killed Osborn's men, but sensing Parker's good nature, they spared him, instead granting him the webbing and proportional speed and strength of a spider.



Art by Dave Rapoza



Donning a leather mask, a pair of goggles and his uncle's old bomber jacket, Parker embarked on a one-man war against Osborn's organization as the Spider-Man. With some assistance from Felicia Hardy—the head of Osborn's popular Black Cat speakeasy—Parker eventually dredged up enough evidence of Osborn's wrongdoing to put the man away for good. However, before he could bring the crime boss to justice, Osborn was killed by his lieutenant, Sergei Kravinoff.

Parker pledged that his city would never suffer under another crime boss again. Some months later, when the fascist Crime Master attempted to fill Osborn's place, Parker worked with federal authorities to bring him down. However, in an ironic twist, the Spider-Man's target was once again killed by a subordinate: Doctor Octopus.

## Coming Home Again

Soon after Crime Master's death, the first Spider-Verse crisis kicked off, and the Spider-Army recruited Parker into their ranks. He spent the next few years working with the Spider-Army and their associated Web-Warriors to protect the Multiverse from threats like the Inheritors, eventually sacrificing himself in an attempt to prevent Morlun's resurrection.

Sometime later, the Spider-God that originally gave Parker his powers brought him back to life in Earth-90214, where he started a private detective agency. Though his first case initially seemed to be nothing more than a simple murder, it morphed into a cosmic-level incident, with Parker mediating a dispute between the Spider-God, her scorpion-like sister and a faction of Nazi occultists.

The incident nearly destroyed the Noir universe altogether, but through sheer grit and determination, Parker managed to



return home largely unscathed. At peace for the first time in years, he started dating his childhood friend Mary Jane, but only a few months into their relationship, an interdimensional agent of Shathra seduced Parker and brainwashed him into becoming one of her Spider-Wasp pawns.

Under Shathra's command, Parker helped to erase Spider-Woman (Jessica Drew of Earth-616) from existence. Though he and Drew returned to normal following Shathra's defeat, the incident badly shook them both.

Parker agreed to join the Spider-Society, but his primary focus remains back home. World War II is just beginning to kick off, and with many of Parker's old enemies returning to New York, the darkest era of his adventures may be just around the corner.

## Playing in Spider-Man Noir's Style

Parker's colleagues in the Multiverse-spanning Spider-Society call him Spider-Man Noir, a cheeky reference to his grim home universe. Spider-Man Noir has, naturally, picked up a corresponding reputation for being darker and more serious than other Spider-People, but this is only half true. He is grim and serious, but like most variants of Peter Parker, he's not above cracking a joke now and again.

Like fictional noir detectives Sam Spade and Philip Marlowe, Parker can be cynical and even ruthless, but he's never cruel. Even if he doesn't always succeed, he tries to ensure that everyone involved in his cases gets the outcome they deserve. He has a particular vendetta against fascist instigators and criminal tycoons who, were it not for his intervention, would be firmly above the law.

Truly super-powered individuals are few and far between in the Noir universe. (See Chapter 10: New Rules for more details.) Parker's limited set of Spider-Powers arguably makes him one of the most powerful people on the planet, but his hatred for those who lord their might over others keeps him humble.

Noir-flavored games aren't to everyone's taste, as they can be dark. (*Noir* is French for *black*.) Players who want to take on the role of a character from Earth-90214—whether a Noir take on an existing Marvel hero or one of their own creation—should discuss it with the others ahead of time. That's especially true if the entire game is to be set in Earth-90214.

However, when mixed with characters from other worlds—or when adventuring in other universes—Noir characters can have a tone of tribute to their classic noir roots or even parody of that style. So if the story needs to be lighthearted, a player can try blunting the Noir edge for comedic effect instead.

## Adventure Hooks

Here are some adventure hooks for stories connected to Earth-90214 or Spider-Man Noir.

- ▶ A beautiful dame by the name of Gwen Stacy hires the heroes to protect her father, Police Captain George Stacy, while he serves as a key witness in a major police-corruption trial. With every cop and criminal in New York on the lookout for George, the heroes have their work cut out to keep him safe. Should they hide him somewhere? Help him flee the city? Or perhaps Captain Stacy isn't quite as clean as Gwen claims.

- ▶ On orders from Berlin, a mysterious Nazi assassin known as the Tarantel (German for *Tarantula*) begins poisoning major anti-fascist figures and politicians all over New York. Can the heroes uncover Tarantel's true identity and stop him before he kills again.
- ▶ Spider-Ham hires Spider-Man Noir to solve Ducktor Doom's brutal murder, something that's supposed to be impossible in the Larval Universe. After coming up with nothing, Spider-Man Noir reaches out to the heroes to ask for their help in the investigation. Is this another one of Doom's tricks? A cheap play for sympathy? Or has something truly dark come to Larval Earth?

## SPIDER-PUNK

At some point in Earth-138's past, corporate-backed totalitarian fascism took the United States by storm. Oscorp C.E.O. Norman "Ozzy" Osborn declared himself President for Life and started using the country as his dumping ground, dropping billions of gallons of radioactive waste directly onto poor communities. From out of this wasteland rose a new force: a punk-rock generation dedicated to the antiauthoritarian values that drove so much of the original punk movement.

One day, a radioactive spider wandered out of a Brooklyn dump site and bit a teenage punk rocker named Hobie Brown, granting him the proportional speed and strength of a spider. Determined to use his new powers for the greater good, Brown donned rocking new duds and took to the streets as the extraordinary Spider-Punk.

## Spider-Band on Tour

Using a massive pile of amplifiers for a sonic attack, Spider-Punk and his friend Captain Anarchy (Karl Morningdew) disabled Osborn's symbiotic V.E.N.O.M. defense system, allowing the people of Brooklyn to overrun the president and his cronies with sheer force of numbers. Spider-Punk delivered the final blow, smashing Osborn's neck in with a guitar, but before he could celebrate his victory, the Spider-Army arrived and recruited him into their ranks to help deal with the first Spider-Verse crisis.

Though Brown briefly returned to his home reality afterward, he hardly had time to accomplish much before the Web-Warriors brought him back to assist with other multiversal threats. He kept on with the team throughout its lifetime, and from there, he followed the Spider-Army through the other major Spider-Verse crises.

By the time Spider-Punk returned home, Brooklyn had again fallen into chaos. Neo-Nazi gangs like Kraven's Hunters and sadistic mercenaries like Ta\$hma\$ter were using old Osborn technology to turn the neighborhood into their personal stomping ground. Spider-Punk and his friends rooted these villains out of Brooklyn, only to discover that similar caches of Osborn tech had been left all around the region, with the largest in Washington, DC. In response, Spider-Punk packed himself and several of his closest friends into a Spider-Van and set out on a cross-country tour to destroy the remnants of Osborn's legacy.



## The Spider-Band

- Captain Anarchy
- Mz. Marvel (Kamala Khan)
- RiotHeart (Riri Williams)
- Spider-Punk

The Hulk (Robbie Banner) would sometimes provide the Spider-Band with mission support.

Along the way to DC, the band cleared out a Philadelphia neighborhood ruled by the Kingpin and, in the process, picked up one additional member: the Daredevil Drummer of Philly (Mattea Murdock).

After a brief disagreement, the four core bandmates broke off from their allies and went to infiltrate Osborn's DC lab on their own. To their surprise, they found Osborn waiting for them, brought back from the dead by experimental V.E.N.O.M. cybernetics.

Osborn and his followers captured the core team. He was about to execute them on the steps of the Lincoln Memorial when Banner and Murdock intervened, allowing Spider-Punk to disable Osborn's suit and send him back to the land of the dead. In the aftermath, the full team reconciled and declared that their tour had been an unqualified success.

## Arms Race

After a brief bout with Otto Oktavius and the Sinister Six-Piece, Spider-Punk was kidnapped by Shathra and brainwashed into becoming one of her multiversal agents of destruction. Spider-Man (Peter Parker) defeated Shathra and returned her agents to normal, but the incident left Spider-Punk feeling that he and the band should be doing more to help the people of Brooklyn. The Spider-Band became community organizers, using funding and resources from the Wakandan government to make Brooklyn a kinder, freer place, built upon democratic and communal lines.

As a devout authoritarian, Doctor Octopus (Otto Oktavius) couldn't stand this. He swindled some funding out of arms manufacturer Justin Hammer before killing him and used his resources to construct a series of giant robots to squash the Spider-Band once and for all. To fight back, RiotHeart used her engineering expertise to turn the Spider-Van into a giant mech. Piloting the mech together as a team, the Spider-Band smashed Oktavius' robot to bits and brought peace back to New York.

Though Spider-Punk has recently joined the Spider-Society, his primary focus remains with his band and his community back home.

## Playing in Spider-Punk's Style

Spider-Punk takes the "punk" part of his name seriously. It's not just a fashion choice for him, but an entire lifestyle and ideology. It means wearing your heart on your sleeve, loving life and music. Most of all, it means viewing the world with an anarchistic mindset, questioning systems of authority and dismantling the ones that don't work for the people.

Stories set in Earth-138 should bring this sort of ideology into the drama at hand. Consider how a super-powered punk movement might fuel character conflict and development. What sorts of things might the heroes refuse to do—things that those in other universes might encourage? Such heroes

might appreciate the good that the Spider-Society does, but they also might find the organization's structure stifling.

The setting encourages heroes not just to knock down authoritarians but also to help build something better in their place. It focuses on knitting a stronger community instead of waiting for some other evil to step into the power vacuum the heroes' triumphs might leave behind. Otherwise, those triumphs are doomed to be temporary at best.

## Adventure Hooks

Here are some adventure hooks for games set in Earth-138 or connected to Spider-Punk.

- ▶ In an attempt to root out Mattea Murdock's resistance movement for good, the Kingpin unleashes a flood of enormous, mutated black widow spiders into the streets of Philadelphia. Out of desperation, Murdock puts out a distress call to the heroes. But how can they get to Philadelphia to help? And could this be a trap that the Kingpin is setting?
- ▶ After evidence arises that the Inheritors may have returned, Spider-Man 2099 (Miguel O'Hara) enacts a series of increasingly harsh and restrictive codes over the rest of the Spider-Society, abandoning some heroes and their realities to likely destruction. Left with no other options, the heroes join Spider-Punk's budding resistance movement. But has O'Hara truly lost it, or is there some deeper scheme at work? More importantly, can the heroes and their allies free the Spider-Society from O'Hara's iron grip? Assuming that's even the real O'Hara in the first place...
- ▶ Mephisto challenges the heroes to participate in a Battle of the Bands against his demonic death metal band, the Ghost Riders, featuring Johnny Blaze, Danny Ketch and Robbie Reyes. If the heroes win, Mephisto will resurrect one person of their choice, but if they lose, they must sign a demonic recording contract with him. It's tempting, but who can the heroes trust to judge? And what's Mephisto really after anyhow?

## SP//DR

In the futuristic world of Earth-14512, high-tech criminals and giant monsters run wild, terrorizing millions. To combat the scourge, a government-backed scientist named Richard Parker developed a mechanical suit capable of facing nearly any opponent. To help handle the mental load of piloting the suit, Parker bonded himself to a genetically modified hyperintelligent psychic spider.

For a while, Parker and his arachnid partner protected the world under the codename SP//dr. But after Parker died under mysterious circumstances, responsibility for piloting the SP//dr suit fell to the only other person with enough genetic similarity to bond with its spider pilot: Parker's 9-year-old daughter, Peni.

## Get in the Robot

Peni's Uncle Ben and Aunt May—themselves scientists on the SP//dr project—took her in and spent the next several years teaching her to pilot her father's suit. By the time Peni was 14, government authorities considered her experienced enough to begin using the suit on a regular basis. The excitement







around SP//dr's return rapidly became an international phenomenon, with at least one fan—Mysterio—becoming a villain just to get closer to the suit.

One day, while out on patrol with her father's old friend Daredevil, Peni and SP//dr were recruited by Spider-Ham into the Spider-Army to help deal with the first Spider-Verse crisis. By the time Peni returned home, her caregivers had developed a replacement for SP//dr—an experimental backup unit piloted by Peni's classmate Addy Brock.

Peni didn't have much time to resent the replacement. During its first field deployment, the VEN#m unit suffered a severe malfunction while fighting the vampiric kaiju M.O.R.B.I.U.S. In response, something inside the VEN#m suit—something possibly connected to Richard's death—consumed Brock. When Aunt May tried to pull Brock out, it did the same thing to her. The VEN#m suit was decommissioned for testing, and to help clear her head, Peni took off to help the Spider-Army with the second major Spider-Verse crisis.

## After-School Duties

Though Peni eventually returned home, being there only made her lonely. Still dealing with the loss of Aunt May, Uncle Ben had turned inward, spending most of his time redesigning the SP//dr suit to give it a cleaner, more spiderlike look.

In need of some connection, Peni started watching *The Tony Stark Show*—a live, dramatic mystery program popular with her classmates. Unfortunately, she rarely got to see much, as her viewing sessions were continually interrupted by her duties as the SP//dr pilot.

After back-to-back interruptions left Peni in tears, Uncle Ben agreed to help her host a watch party of *The Tony Stark Show*. The party started out well, but just as the program was kicking off, a giant robot named Mecha D.O.O.M. attacked the show's set, forcing Peni to return to the field and fight it off.

Mecha D.O.O.M. trashed the SP//dr suit and nearly wiped the floor with Peni too. After a quick pep talk from her uncle, she managed to come back and outwit D.O.O.M., keeping him distracted while her arachnid companion took the mech apart from the inside. In the aftermath, Uncle Ben restored the destroyed SP//dr suit to its original design and reconciled with his niece once more.

## Playing in SP//dr's Style

Peni Parker is a brave—if occasionally shy—teenage girl whose main concerns are having fun and being accepted by her peers. Piloting SP//dr can sometimes be a burden, especially since she can't tell any of her friends





about it, but her strong sense of justice refuses to let her give up. Her Uncle Ben is her favorite person in the world, with her arachnid partner a close second.

The suit's spider is a rambunctious little guy, but he's got a heart as pure and kind as Peni herself. He sometimes pilots the robot on his own around Peni's house to help with her chores and projects, although he can only do it for short distances.

Peni ostensibly lives in New York City, but the entire place exudes Japanese pop-culture flavor. She goes to a Japanese-style school, for instance, where everybody wears Japanese-style uniforms. She often fights giant monsters and robots (or piloted mechs) like those seen in Japanese films and shows.

Stories set in Earth-14512 heavily borrow classic ideas and tropes from mecha manga and anime like *Mobile Suit Gundam* and especially *Neon Genesis Evangelion*. Such works can be a huge help when trying to capture the feel of the world and the characters who live in it.

If the players don't take on the roles of Peni and her associates, they can create new mech pilots of their own. They could be part of the SP//dr program, or they might hail from a rival program set up by another corporation or nation.

## Adventure Hooks

Here are some adventure hooks for stories set in Earth-14512.

- ▶ Sometimes at night, Peni can hear the voice of Aunt May calling to her from the decommissioned VEN#m suit, telling her to get in and not to tell Uncle Ben. She confides in the heroes about this, unsure of what to do. Should she listen to the voice, or should she trust her uncle instead? And is the voice really that of Aunt May or someone trying to trick Peni into doing something rash?
- ▶ While lurking around SP//dr headquarters, Peni Parker's old stalker Mysterio inadvertently exposes himself to a mysterious toxin that transforms him into a gigantic poisonous cloud. Can the heroes save New York from Mysterio, while also saving the master of mystery from himself? And was this a mistake, or did someone expose Mysterio to this toxin on purpose?
- ▶ While the heroes are hanging out with Peni Parker, they all fall through a portal to Earth-51778, the home universe of Spider-Man Japan (Takuya Yamashiro). The man of action needs their help battling the Iron Octopus Army, a fleet of massive aquatic kaiju unlike anything either of their worlds has seen. Who built the portal? And what might be happening in their own world while they're gone?

## EARTH-1048 SPIDER-MEN

Earth-1048 has made appearances in comics, online videos, novels and other media, but its story has primarily been told through the *Marvel's Spider-Man* video games, developed by Insomniac Games and published by Sony Interactive Entertainment in collaboration with Marvel Games.

Much like Earth-1610, Earth-1048 superficially resembles Earth-616, but dig beneath the surface and several important details differ.

## Marvel's Spider-Man

When *Marvel's Spider-Man*—the first video game in the series—kicks off, Peter Parker has gotten through college

and is struggling through young adulthood, but he is also an eight-year veteran super hero. While his biggest battles may be yet to come, he's already fought many of the most recognizable names in his rogues' gallery, such as Wilson Fisk, Electro, Scorpion, Rhino and the Shocker.

Norman Osborn is not the Green Goblin. Instead, he is the popular, if controversial, mayor of New York City. Nonetheless, Osborn's aggressive scientific pursuits, willingness to bend ethical boundaries and deep love for his family have caused his actions to intertwine with some of the biggest challenges Peter—and Spider-Man—faces in his life.

Norman's son and Parker's best friend, Harry Osborn, was born with a rare degenerative nerve disease—the same disease that claimed the life of Norman's wife. Determined not to let the disease take his son as well, Norman spared no expense to find a cure.

Through an internal Oscorp group, Osborn partnered with Dr. Otto Octavius and attempted to create a traditional medical serum. What they ended up creating was a deadly mutagenic substance called the Devil's Breath, which infused one young test subject, Martin Li, with a dark energy that killed both of his parents. Afterward, the test subject vanished into the shadows to prepare for the day he could have his revenge against Osborn.

After the Martin Li incident, Osborn and Octavius parted ways acrimoniously. Octavius went on to found a state-of-the-art research lab focusing on developing advanced prosthetics. He and his lab assistant Peter Parker had promising results, but their funding got pulled when Osborn, in his capacity as mayor, used the guise of "repeated safety infractions" to escalate his simmering rivalry with Octavius, confiscate his equipment and try to bully him into returning to Oscorp. Secretly, Osborn also pursued another possible treatment for Harry's condition, hiring Dr. Curt Connors to study the healing effectiveness of an alien symbiotic organism.

Around this same time, Spider-Man and his secret police confidante, Yuri Watanabe, completed their long mission to lock up the Kingpin, Wilson Fisk. In the criminal power vacuum left by Fisk's absence, Martin Li and his gang of Inner Demons stepped in to launch their war on Oscorp.

Using his own F.E.A.S.T. homeless shelter as a front, Li embarked on a campaign of terror against Osborn. Under the codename Mister Negative, he bombed one of Osborn's re-election rallies, killing several people, including the police officer father of a young teenager named Miles Morales. Then he organized the theft of the Devil's Breath, publicly threatening to release the bioweapon unless Osborn surrendered himself to the Inner Demons.

Thankfully—with some help from *Daily Bugle* reporter Mary Jane Watson—Spider-Man managed to defeat Mister Negative and prevent him from releasing the Devil's Breath. Life should have calmed down after that, but in classic Parker fashion, things only got worse.

In a desperate bid to prove that his inventions worked and to combat his own neuromuscular degeneration, Octavius connected four giant metallic prostheses to his back. After reviewing Octavius' work, Parker tried to warn him that the neural web that allowed him to control the arms wasn't isolated to motor neurons and that it could be affecting other parts of his brain, but Octavius was reluctant to listen. As Octavius' resentments toward Osborn's behavior grew



Art by Michele Bandini & David Curiel



stronger, Octavius continued to use the arms, and his mind continued to deteriorate.

Increasingly driven by vengeful rage, Octavius concocted a plan to break Rhino, Vulture, Scorpion, Electro and Mister Negative out of the Raft and recruit them into his war against Osborn. At the same time, he stole the Devil's Breath and released it over Times Square, inflicting the disease upon thousands of people—but ensuring Norman and Oscorp would take the blame for secretly developing it. One of the people infected was Parker's Aunt May.

While Spider-Man worked on rounding up Octavius' Sinister Six, Watson snuck into Oscorp headquarters to look for a cure to the Devil's Breath. She eventually found it, and helped Spider-Man obtain it—only for Spider-Man to be ambushed by Octavius, who took the cure and abducted Osborn, leaving Spider-Man injured but alive.

Using a hastily constructed power suit, Parker narrowly managed to defeat Octavius and preserve the cure. However, by the time he obtained the serum, Aunt May was on her deathbed. Either he could use Oscorp's single dose of the cure to save her, or he could hand it over to the authorities and give them the time they needed to replicate it and save countless others.

He knew what May would want him to do: put the greater good above his selfish desires. In her final moments, May revealed she had known for a while that her nephew was Spider-Man—and that she couldn't be prouder.

In the aftermath, Watson, Parker and Morales worked together to clean up F.E.A.S.T. Unbeknownst to them, a radioactive spider from Oscorp had hidden away in Watson's clothes and scuttled into F.E.A.S.T.'s supplies. The spider bit Morales, granting him powers similar to Parker's own, and in response, Parker took the boy under his wing. Meanwhile, Norman returned to his secret lab, where his son, Harry, floated comatose in a life-preserving tank as he bonded with a mysterious black substance.

## Marvel's Spider-Man: The City That Never Sleeps

With the Devil's Breath crisis resolved, Wilson Fisk still in custody and Li's Inner Demons defeated, a gang war erupted in New York. An upstart named Hammerhead started rounding up the leaders of the old Maggia and killing them, absorbing their territory as he went along. Yuri Watanabe attempted to raid Hammerhead's base and apprehend him, but the gangster was ready for her. After half her unit was massacred by Hammerhead's Maggia goons, she went rogue, shot Hammerhead in the head and resigned from her post. Soon to be known as Wraith, Watanabe set out to take down dangerous criminals with lethal justice, outside the shackles of the law.

Hammerhead's goons later revived him in a cybernetic body, but with some help from the private mercenary Silver Sable, Spider-Man managed to defeat the gangster once and for all.

## Marvel's Spider-Man: Miles Morales

After wrapping up the gang war, Parker decided he needed to do something more grounded. He and Watson left New York to take a working vacation covering civil unrest in Symkaria, leaving Morales to protect the city.

Soon after that, Morales' old friend Phin Mason launched an underground terrorist campaign against the corrupt Roxxon corporation, using the codename Tinkerer. When Mason was a child, Roxxon's power-mongering negligence had killed her brother, and she wasn't going to allow them to hurt anyone ever again.

Morales didn't like Roxxon any more than Mason did, but he couldn't stomach her deadly tactics that endangered innocents. He tried to talk the matter out with her, but she refused to yield. Instead, she sabotaged a major Roxxon reactor, causing an overload that threatened to consume the entire city.

Realizing the error of her ways, Mason helped Morales absorb the reactor's energy and safely release it into outer space. The burst killed her, but her sacrifice saved the city.



## Marvel's Spider-Man 2

After the Tinkerer incident, Parker returned home, and months later, Harry Osborn was finally released from his father's lab. With Harry having little knowledge of the true nature of his "treatment" beyond it being "some kind of exosuit," Parker and Harry picked up their friendship where they had left off. Harry made Parker his partner at a new scientific research facility funded by Norman, and in turn, Parker made Harry his new partner in crimefighting after the treatment seemed to give Harry some amazing new abilities.

Together, the pair investigated a series of kidnappings orchestrated by Kraven the Hunter. They eventually tracked Kraven to an abandoned zoo where he was keeping villains like Scorpion and the Lizard in cages. The duo managed to free Kraven's victims, but in the process, Parker was fatally wounded.

Sensing Harry's grief and Parker's power, Harry's suit—which was actually an alien symbiote—transferred itself to Parker and healed his wounds. Once they were safe, the suit refused to transfer back to Harry, who, without the symbiote, was suffering once again from his disease. Over the next few days, the symbiote gradually began to influence Parker's mind, making his behavior increasingly aggressive and volatile.

With Parker gone berserk and Harry powerless, Miles Morales stepped in to save his old mentor. Using a combination of electric blasts and a huge bell, he weakened the symbiote enough to tear it off Parker and contain it.

Hoping to find a permanent solution to the problem, Parker brought the symbiote back to Norman's Oscorp lab, only to find Harry waiting for him. Unwilling to go back to being sick—and resentful of the symbiote's desire to remain attached to Parker—Harry broke the alien out of containment and bonded with it once again.

But this time was different. Fueled by Harry's grief and rage, as well as the power gained from its time with Parker, the symbiote now fully bonded with Harry to transform into the monstrous creature known as Venom. The symbiote immediately manipulated Harry's mind, and in the resulting carnage, wide swaths of New York City were transformed into symbiote monstrosities. After killing Kraven, Venom set out to pave the way for a full-scale symbiote invasion of the planet.

Having been saved from Kraven by Miles and gripped with remorse for his past crimes, Mister Negative sacrificed the last of his powers to transform the remnants of the symbiote DNA within Parker into a new organism, an Anti-Venom capable of fighting the alien scourge.

Together, Parker and Morales confronted Venom and, after a long battle sprawling across the entire city, finally defeated him. Harry was nearly killed in the removal process, but he was resuscitated by Miles' electric powers, albeit in a coma.

However, the Venom symbiote was not the only one that Oscorp had in its possession, and one of the others was stolen by a pyromaniac cult leader by the name of Cletus Kasady. After surviving an assassination attempt by Wraith, Kasady disappeared into hiding.

## Playing in Marvel's Spider-Man's Style

Both of the Earth-1048 Spider-Men look, act and sound a lot like their Earth-616 counterparts. Parker is an upbeat, if somewhat awkward, veteran hero and science nerd in a

now-steady relationship with Mary Jane Watson. Morales is a friendly, if similarly awkward, rookie adventurer who spends his free time hanging out with his best friend, Ganke Lee, his deaf girlfriend, Hailey Cooper, and—occasionally—his reformed super-villain uncle, Aaron Davis (formerly known as the Prowler).

Stories set in Earth-1048 tend to involve personal connections as much as super-powers, although they are all braided tightly together. The villains who cause the most problems are the ones the heroes are closest to in their secret identities. Although their troubles can be daunting, the heroes are generally optimistic about handling things by themselves, and they find joy in the way their powers allow them to race around the city and help others.

## Adventure Hooks

Here are some adventure hooks for stories set in Earth-1048.

- ▶ The Spider-Society calls the heroes in to investigate a mysterious corruption spreading throughout the Spider-Men of other universes based on older video games, turning them into Goblin-like shadows of their former selves. Can the heroes defeat these precursors and uncover the source of the inflicted glitches before the Earth-1048 Spider-Men are corrupted too? And what happens if the troubles start to infect other Spider-Heroes as well?
- ▶ The remnants of the Tinkerer's underground form a new, peaceful anti-corporate protest movement that targets both Roxxon and Oscorp. As the mayor of New York City, Norman Osborn calls in the police to shut down the protests. Do the heroes stand with the protesters or the police? And is there a third party trying to instigate riots? The heroes might suspect that Osborn is doing this to cement his power, but what if it's someone else trying to make him look weak?
- ▶ A seemingly reformed Electro, fresh out of prison, approaches the heroes to ask for their assistance in finding legitimate work. Does he really want to go straight, or is he just playing with them? More importantly, how are they going to find someone willing to hire such an infamous villain? Could he help them in their heroic adventures, or might such an association taint them as villains too?









# CLONES

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**SCIENCE HAS ALWAYS PLAYED A ROLE IN PETER PARKER'S** life, from his childhood interest in chemistry to the irradiated spider whose bite started him on his path as Spider-Man to his time as the head of Parker Industries. While he has often wrestled with villainous threats who were the results of lab experiments gone awry, perhaps no branch of science has affected Spider-Man's life as much as the process of cloning.

Through cloning, Spider-Man has witnessed the return of past loves and lost friends, met enemies and allies created from his own DNA and even experienced identity crises, not knowing if he was the original Spider-Man or a cloned duplicate. In universe after universe, clones continually make life harder for members of the Spider-Man family.

## HISTORY

The cloning process that has most directly affected Peter Parker originated from the twisted mind of his one-time professor, Miles Warren, also known as the nefarious super villain the Jackal. Over the years, Warren has improved on his cloning technology, as have others, including one of his own most notable successes: the Parker clone known as Chasm (Ben Reilly). As a result, clones have become commonplace in Spider-Man's world, often making him question the authenticity of even his closest allies.

## Origin

During his earliest college years at Empire State University, Peter Parker and his then-girlfriend, Gwen Stacy, took a biology class taught by Professor Miles Warren. The rather unstable Warren grew infatuated with Stacy, and when she died during a momentous fight between Spider-Man and

the Green Goblin, the professor was devastated. He threw himself further into his private work of experimenting with cutting-edge cloning techniques.

After successfully cloning a frog alongside his lab assistant, Anthony Serba, Warren gave Serba cell samples that he had taken from each student in his biology class. Serba believed he was cloning rats but was shocked to discover he was beginning the cloning process for two human subjects: Parker and Stacy. Serba panicked at this immoral act, and Warren killed him during the resulting scuffle.

At that moment, Warren's mind split, creating an alter ego for his murderous half, a costumed villain he called the Jackal. There was no going back. The Jackal would continue his cloning work and seek revenge against the man he blamed for Stacy's death: Spider-Man.

The first of Warren's clones to meet Spider-Man were duplicates of Stacy and Parker, imbued with the memories of the originals, making them identical to the originals. Having deduced Spider-Man's double identity, Warren drugged Parker and had him battle his clone, each dressed in a matching Spider-Man costume. An explosion interrupted their fight, seemingly killing the clone.

Spider-Man later dropped this double into a smokestack at an incinerating plant to remove any evidence that Parker and Spider-Man were one and the same. But no matter how much he wanted to put this cloning experience behind him, his clone troubles were only just beginning.

## The Clone Saga

Parker later had several disturbing run-ins with the Stacy clone and a disfigured clone of Warren called Carrion, but



Warren's meddling completely overwhelmed Parker's life when his own clone returned from the "dead." Parker discovered that his clone hadn't been killed in the explosion during their fight. After Parker had discarded the clone's body at the incineration plant, the clone awakened and escaped.

Still possessing Parker's memories but believing himself to be the duplicate rather than the original, the clone adopted the name Ben Reilly (after Parker's Uncle Ben and his Aunt May's maiden name, Reilly) and left New York City, only to return years later when he learned that Aunt May had taken ill. Later forced into action, Reilly eventually donned a costume of his own and worked under the codename Scarlet Spider.

Shared flashes of a dream in which Parker was floating in a tank in a mysterious laboratory led Scarlet Spider and Spider-Man to a hidden lair in the Catskill Mountains that belonged to Professor Warren. There they were greeted by many Jackal clones, including the diminutive Jack and the hulking, pain-ridden behemoth dubbed Guardian. Meanwhile, a mysterious figure named Kaine watched the ensuing fight from the shadows.

Kaine would later be revealed as another Parker clone, one obsessed with keeping the original Parker safe at all costs. Before the chaotic fight was over, the Jackal hinted that both Peter and Ben may be clones, an idea further complicated by the discovery of yet another Parker held in the Jackal's lab.

When this enigmatic clone finally met up with Spider-Man, Scarlet Spider and Kaine, a genetic trigger erupted within him, causing him to lash out violently. This clone suffered from a mental imbalance but was able to morph his body at will. He eventually became the villain Spidecide and would challenge the Spider-Man family many times over the years.

The Jackal was nothing if not a master manipulator. Using his numerous clones, he caused Parker and Reilly to doubt their own origins. Exhaustive lab tests seemed to reveal a truth neither hero had suspected: Reilly was the original, and Parker was the clone.

Meanwhile, the Jackal unleashed his deadly Carrion Virus on the small town of Springville, Pennsylvania. When Scarlet Spider confronted the madman, the Jackal responded by unveiling dozens of new Spider-Man clones. These near-mindless duplicates deteriorated quickly, but they were distracting enough to help the Jackal enact the next stage of his plan: to release the Carrion Virus in New York City. In a climactic rooftop battle, Spider-Man and Scarlet Spider stopped the Jackal, and the villain seemingly plunged to his death. The immediate danger was over, but Spider-Man's identity crisis continued.

The two heroes decided that Reilly would carry on as Spider-Man while Parker

retired. Wearing a newly designed Spider-Man costume and with his hair dyed blond, Reilly started a new life for himself as everyone's friendly neighborhood wall-crawler.

Later, after Reilly and Parker were kidnapped by the original Green Goblin (Norman Osborn), the status quo was again thrown into chaos. The Goblin revealed that he had survived his supposed death years ago due to an accelerated healing factor. While assumed dead, he had been a silent partner to the Jackal from the start, helping to finance and orchestrate Warren's clone operation from behind the scenes. He also claimed to have meddled with the results of the cloning tests, making Parker falsely believe he was the clone rather than the original.

Shocked by these revelations, Parker and Reilly nevertheless fought and defeated the Goblin. However, Reilly was impaled by the villain's infamous glider in the process. He died in Parker's arms and dissolved into dust, conclusively proving that Reilly had been the clone all along. Afterward, Parker took up the mantle of Spider-Man again as the one, true and original web-slinger.





## The Clone Conspiracy

Years later, under the guise of a company called New U that offered miracle cures through cutting-edge technology, a new Jackal wearing a stylized Anubis mask secretly set up shop in San Francisco. By his side was Gwen Stacy, another clone of the original, albeit with her memories intact up until the moment she had died at the hands of the Green Goblin.

This Stacy wasn't a clone in the same way as the ones Professor Warren had created before. Instead, this new clone was a reanimation, created not from living DNA but from the deceased Stacy's remains. She was just one of the Jackal's new clones. And in order to maintain their new leases on life, Stacy and the other New U clones had to regularly take a pill supplied by the Jackal. Perhaps not coincidentally, this ensured their loyalty to him.

When a suspicious Spider-Man broke into the villain's lab, he was greeted by a clone of every major Spider-Man enemy who had ever perished under Parker's watch. Tarantula, the Rose, Hitman and Mysterio were only a few of the rogues now living in the Underworld, a massive complex carved out beneath the New U offices. Other Underworld citizens included reanimated clones of civilians, from the dead wife and son of the villainous Lizard to Gwen's own father, Captain George Stacy.

Spider-Man soon teamed up with Ghost-Spider (the Gwen Stacy from Earth-65) and Kaine (now calling himself the new Scarlet Spider) to shut down New U's cloning process. Kaine had witnessed several alternate Earths overrun by victims of a new Carrion Virus, which turned out to be the basis for the creation of this new breed of clones. If these clones weren't able to take the Jackal's pills, they degenerated into zombielike creatures, and the virus they carried became contagious to anyone they attacked. Scarlet Spider wanted to prevent this fate from befalling Earth-616, but despite traveling the Multiverse in search of a cure for the virus, he failed to find a solution. Every world affected by the virus became consumed by a zombie apocalypse.

Still, the biggest surprise came when Spider-Man unmasked the Jackal, only to see his own face staring back at him. This Jackal wasn't Miles Warren but Ben Reilly, one of the first Jackal's original clones and also the original Scarlet Spider. Although Reilly had dissolved after dying in Parker's arms years earlier, Warren had brought him back to life using a revolutionary new cloning process.

However, clones created in this way suffered from cellular degradation at the molecular level and would inevitably decay. Trying to solve this problem, Warren continually killed the captive Reilly—in a different way each time—then brought him back from his remains, over and over again. The consistent and never-ending trauma nearly drove Reilly insane. After the 27th such revival, he managed to break free.

Rather than killing Warren, Reilly imprisoned his torturer and made several clones of him. He then developed a cure for the cellular degradation issue, which required taking a daily pill to counteract it. The end result was a perfected clone army of Warrens—alongside the original, who couldn't tell if he was a clone or not. They all stood ready to do Reilly's bidding when he adopted the role of the Jackal himself.

Reilly tried to get Parker to join his effort to eliminate premature death, but Parker balked. He pointed out that Reilly hadn't brought Parker's Uncle Ben back to life yet,

even though he could, because he knew that Uncle Ben would tell him, "You're wrong. Yes, you have the means. The power. But no responsibility."

In the face of this, Reilly ordered his cloned super villains to kill Spider-Man so Reilly could take his place. Meanwhile, a disgruntled Doctor Octopus triggered the start of the clones' degeneration, causing the Carrion Virus to spread to clones and non-clones alike. With the help of Anna Maria Marconi, Spider-Man tapped into Parker Industries' popular Webware devices to broadcast an inverse frequency that stabilized the affected cells, curing anyone infected with the virus—but not before most of the Jackal's clones were reduced to dust.

However, some of these clones escaped, effectively reviving several of Spider-Man's foes. Meanwhile, in the resulting chaos, Miles Warren reclaimed his mantle as the Jackal, and Ben Reilly slipped away.

## The Clone Saga of Miles Morales

Being bitten by a radioactive spider seems to be a recipe for attracting clones. Spider-Man (Miles Morales) met his own clones after the Assessor—a corrupt, independently functioning A.I. program—kidnapped him. The Assessor ran experiments on Morales to test his spider abilities, gaining enough information to successfully clone the hero. After three days, Morales' father and uncle (the Prowler) rescued him.

The Assessor later recaptured Morales (and the Prowler) and confronted the teen with a burner clone—one created to live only a single day—dressed in an identical costume. During their escape, Morales battled his clone, who dissolved into ooze upon defeat.

Not long after, another Spider-Man clone in the same costume was reported kidnapping a prominent geneticist. While looking for the impostor, Morales met three other clones of himself: the supersmart Selim, the shape-changing Shift and the extra-spidery Mindspinner. The Assessor had created them to be living weapons, but they had escaped to try to find a way to stabilize their cellular degeneration, which would eventually kill them.

Selim began crafting a cell stabilizer to cure the degeneration, thinking nothing of murdering those who got in his way. When Morales located Selim's lab, he destroyed it, mistakenly believing Selim was attempting to create more clones. Selim sought revenge and set his murderous sights on Morales' family.

After Selim kidnapped Morales' baby sister, Billie, and threatened her atop the Brooklyn Bridge, Shift and Mindspinner both turned on him and sided with Morales. Selim attacked Mindspinner, and both died in the conflict. Shift survived, avoiding cellular degeneration thanks to antibodies that he developed from an unexpected source: a stray germ-filled sneeze from Billie. Shift became a new member of the Morales family.

Morales later ran into a version of Selim in the dark future of another universe (Earth-9375), in which Selim had killed the hero on that fateful night and taken over Brooklyn.

## Clones in the Multiverse

Many elements from the life of Spider-Man (Peter Parker) reverberate throughout the Multiverse, and clones are no exception. In Earth-1610, which featured the adventures of a younger Parker and his successor, Miles Morales, Parker



met a multitude of clones thanks to the machinations of the C.I.A. and F.B.I., his old enemy Doctor Octopus and a geneticist coincidentally named Ben Reilly.

Working to create an army of Super-Soldiers for the government, Reilly helped produce a variety of Parker clones, including an extra-aged one who was convinced he was Parker's father. The group also included a Parker who adopted the costumed identity of the Scorpion and a female clone named Jessica Drew who became Spider-Woman.

Meanwhile—although thought murdered by a symbiote called Carnage—Gwen Stacy also returned. She was later revealed to be a clone that Carnage had created to use as a host.

With Drew's help, Spider-Man defeated Doctor Octopus, and S.H.I.E.L.D. contained the resulting fallout. Peter's faux father died of degeneration, but Drew survived, ready to apply her distinct powers—including organic web-shooters—toward fighting for the greater good.

In Earth-65, Ghost-Spider (Gwen Stacy) fought her share of clones as well, thanks to the disturbed mind of scientist Dr. Lyla Bennett. When five members of the Sinister Six from Earth-616—Doctor Octopus, Kraven the Hunter, Rhino, Sandman and the Vulture—found their way to Earth-65 and fought Ghost-Spider, Bennett's lab was destroyed in the melee, and her husband was killed.

Swearing revenge, she used Ghost-Spider's blood to create five clones, each hybridized with one of the members of the Sinister Six who had been involved in the battle that had killed her husband. The clones became Gwen Ock, SandGwen, RhinoGwen, Kraven the Hunter and the Vulture, and Bennett used cerebral directive implants to control them and set them against Ghost-Spider.

Meanwhile, Bennett launched a grand plan to destroy every Gwen Stacy in the entire Multiverse. Along with the freed Gwen Ock and SandGwen, Ghost-Spider halted Bennett's mad scheme, but at the cost of Gwen Ock's life. Stacy's other clones survived, and freed from Bennett's control, they each opted to chart their own unique path in Earth-65.

## CLONES

The vast majority of the clones in the Spider-Verse have lived brief lives thanks to the cellular degeneration that is often a side effect of the cloning process. However, those who have avoided that fate have left an undeniable impact on Spider-Man's life.

### Clones of the Jackal

Not averse to using his own DNA as scientific fodder, Professor Miles Warren has cloned himself on many occasions. One of the first Warren clones became Carrion, a cadaverous villain with a touch that could turn organic matter to ash. He also had the ability to repel the air itself in order to levitate. The imperfect result of a failed cloning attempt, Carrion tried to get revenge for Gwen Stacy's death—just like Warren had wanted—only to seemingly die at the hands of his own cloned creation: a massive spider-amoeba.

Other Carrions emerged later, most notably Malcolm McBride, who'd been infected by a virus created by Warren. A similar thing happened to William Allen. In each case, the new Carrion gained the powers of the original, along with Warren's memories.

Later clones of Warren included the Jacks, miniature versions of his Jackal identity. These crude creatures were ultimately cursed to die from cellular degeneration.

Still more Warrens sprang into being when Ben Reilly assumed the mantle of the Jackal and made duplicates of the professor. These clones served Reilly without reservation, knowing that without the pill he provided, they would be reduced to dust. When Spider-Man (Peter Parker) stopped the new Jackal's plot, all of these Warrens deteriorated, except for the original, who was surprised to learn his true identity as such.

### Chasm

The costumed vigilante called Chasm was once Ben Reilly, the first perfected clone of Peter Parker. After fleeing New York City when he first discovered that he was a clone and that his memories had been implanted by the Jackal, Reilly returned years later and adopted the heroic identity of the Scarlet Spider. He later took over as Spider-Man when Parker briefly retired from crimefighting, both believing Reilly to be the original.

Reilly died in a fight with the Green Goblin (Norman Osborn), but he was resurrected via a new cloning process devised by Miles Warren. Reilly overcame his captor and—mentally unhinged—briefly replaced him as the Jackal. After being defeated by the real Spider-Man, Reilly escaped and set out on a quest for redemption.

Eventually, he found work as a new Spider-Man employed by the Beyond Corporation, under the direction of the unscrupulous Maxine Danger. During that period, Beyond played with Reilly's mind, removing his implanted Parker memories one piece at a time. Wanting to restore his mind, the confused Reilly fought Spider-Man as the Beyond Corporation tried to erase all traces of their wrongdoing by flooding their offices with a psycho-reactive slime that could rewrite matter.

Reilly let himself be swept up in the strange goo, only to later emerge with new energy abilities. Garbed in a purple-and-green ooze-like suit, he now called himself Chasm. Not long afterward, he attempted to take control of limbo from the Goblin Queen\*—A.K.A. Madelyne Pryor, a clone of Jean Grey—but she thwarted his efforts with the help of Parker and the X-Men.

### Scarlet Spider

The current Scarlet Spider is Kaine, the first clone of Peter Parker made by the Jackal, albeit an imperfect one. The clone degeneration of the Jackal's early experiments hideously deformed Kaine's face, and Warren considered him a failed experiment. Despite that, he survived.

Stronger than both Parker and Ben Reilly, Kaine served up a more brutal form of justice, often killing anyone who threatened the life of Spider-Man. After Reilly's first death, Kaine adopted the mantle of the Scarlet Spider. Later, he was seemingly killed in a fight with the spider-hunters known as the Inheritors, but he was reborn soon after, reigniting his career as the Scarlet Spider.

**\*EDITOR'S NOTE: YOU CAN FIND MORE ABOUT THE GOBLIN QUEEN (MADELYNE PRYOR) APPEARING IN THE MARVEL MULTIVERSE ROLE-PLAYING GAME: X-MEN EXPANSION. --OSTENTATIOUS OVERTON**





Art by Andrea Broccardo & Brian Reber



## Spidercide

A clone created by the Jackal, Spidercide originally believed himself to be the real Peter Parker. However, though he had all of Spider-Man's abilities, he had also been further tweaked and could control his physical form at the molecular level. Warren programmed him to kill Parker and his friends when the proper trigger occurred.

Spidercide could shift his mass, density and shape at will, making him a deadly match for Spider-Man. At the time, the Jackal considered Spidercide to be his ultimate achievement.

## Clones of Gwen Stacy

The Jackal's first attempt at cloning a human being was a duplicate of Gwen Stacy called Abby-L. She carried the Carrion Virus within her mutated form, and she parted ways with the Jackal, only to seek revenge years later.

However, the first Stacy clone Peter Parker actually met was the Jackal's next attempt. This Stacy mistook herself for the original and caused a great deal of confusion in Parker's life before the web-slinger learned the truth of her origins. She eventually left New York, only to be hunted down and killed by Abby-L—who herself died not long after.

During his time as the Jackal, Ben Reilly created another clone of Stacy. This time, she had all of her memories right up to the moment of her death when the Green Goblin knocked her from the top of the Brooklyn Bridge. This gave her the chance to tell Parker how she'd felt at the time of her death. However, after Parker foiled Reilly's plot, she met her end due to cellular degeneration.

Other realities have also led to cloned versions of Stacy. These ranged from the Ghost-Spider hybridized clones spawned by Dr. Lyla Bennett in Earth-65 to the Gwen Stacy/Carnage clone that emerged in Earth-1610. Stacy is a common thread when clones are involved, lending a harsh afterword to her already tragic life story.

## Clones of Miles Morales

The nefarious artificial intelligence called the Assessor kidnapped Spider-Man (Miles Morales) and studied him exhaustively in order to create a variety of clones. Three of these clones fled the Assessor's custody and encountered the real Morales.

The first, Selim, considered himself Spider-Man's superior due to his advanced intelligence, yet seemed to have none of the hero's moral character. The second, Shift, had a malleable body, able to reshape himself at will. The third, Mindspinner, was much more spiderlike in appearance and could create powerful mind blasts.

Of the three, only Shift survives.

## PLAYING (WITH) CLONES

When adventuring in the Spider-Verse, heroes can run into clones of all kinds. They might battle clones of themselves, and they might even discover that they are, in fact, clones of other people. Here's how this might work.

## Themes

Stories that involve clones inevitably bring up issues concerning the nature of what it means to be a person and, in particular, an individual. If a copy of a person is physically

identical to the original and has all of the same memories, what differentiates it from the original?

This echoes the thought experiment of the Ship of Theseus, in which every bit of the original ship is replaced over time. Is what results from that still the Ship of Theseus, or is it something entirely new?

In the same vein, does the clone differ from the original in any way that matters? If the original is dead and gone, does that change how anyone feels about this? Many of the X-Men of the Krakoa era were killed and brought back in clone bodies over and over—are they essentially the originals? Should the dead versions be mourned? If so, just the first one or any of the subsequent clones who have died as well?

This becomes much more complicated if a clone believes itself to be the original. Barring complicated genetic testing, how can anyone be sure? And how much does it matter to anyone but the original and the clones?

When it comes to the Spider-Verse, cloning is often much more personal than it is with the X-Men or other super heroes. The clones are usually created not to extend the heroes' lives, but to torture them and even get them to question their own identities. This often requires the heroes to have mortally offended a scientist with the means to pull off such incredible feats simply to inflict suffering on others.

## Goals

In a clone-based adventure, the heroes' goal is often to figure out who has created the clone and for what purpose. This inevitably leads to an investigation that causes the heroes to question the nature of being human and even their own humanity.

Are clones human, or are they simply fleshy robots doing their master's bidding? Should you mourn a clone who dies, or does it matter only if you've gotten to know them? And if the situation were reversed and you were the clone, how should the original feel about you?

Some people have an instant revulsion when meeting a clone of themselves. They prefer to think of themselves as unique and special. When copies are made of them, they feel less special, as if their inherent value has been reduced or even attacked.

In such situations, the goal is often to eliminate the clone. This can be as simple as driving them away—perhaps forcing them to abandon their duplicated identity and create a new one, much as Ben Reilly did—but for some, only the clone's death is sufficient. Otherwise, they worry that the clone could return at any moment to attempt to take their place, either by forcing them out of the area or by murdering them too.

Other people don't mind so much. They treat meeting a clone as a chance to see themselves from a different perspective, one they would normally never have the chance to enjoy. Whether or not they like what they see, hopefully they treat their clone with sympathy. After all, no one else could possibly know them as well.

Such clones can evolve into their own persons, becoming more like identical siblings than deadly rivals. This is how Miles Morales has come to see Shift: as a new brother. It took Morales some time to become comfortable with introducing Shift to his family, much less hoping they would accept him as a member, but they did.





Art by Gil Kane & Frank Giacoia

## Style

Adventures concerning clones often start out as mysteries and sometimes evolve into conspiracies. In just about all cases, though, they begin with the heroes noticing that something is wrong—often something that involves them personally—and they feel compelled to investigate.

For example, the heroes might get a report about themselves doing something that is:

- ▶ Out of character for them
- ▶ Somewhere they were not
- ▶ At a time when they were not around

Or any combination of the above.

They might, for instance, have been spotted robbing a bank in another part of New York City—or even another state—at a time when they were adventuring in another universe. Or they could have been seen out on a date with someone other than their current partner, spending cash they don't have and posting photos of it on social media.

This can happen to the heroes' costumed identities, their secret identities or perhaps both.

In any case, the heroes have to figure out what's going on. Although they might suspect clones are involved, other possibilities are often more likely. For instance:

- ▶ It's a case of mistaken identity—just someone who looks an awful lot like the hero.
- ▶ It's an impostor, someone who's wearing a copy of the hero's costume or made up to look like the hero's regular identity.

- ▶ It's a shape-shifter—like a Skrull—who has taken the hero's place.
- ▶ A villain like Mysterio is making it seem like another version of the hero is running around.
- ▶ A variant of the hero is visiting from another part of the Spider-Verse or Multiverse.
- ▶ A villain like the Chameleon is posing as the hero, trying to ruin their reputation.

The heroes might spend a lot of time eliminating these other possibilities while they search for a clone. Or perhaps several of these options are happening at once, confusing things (and, potentially, the players) even further.

That's when the story changes from a mystery to a conspiracy. If more than one or two people are involved,



they can use the above possibilities—along with cloning—to amplify the effect on the heroes, keeping them on their heels.

It's usually best for a story to start with a mystery before ramping up to a conspiracy. Mysteries feel more personal, while conspiracies often have larger goals.

Either way, the heroes should be kept guessing about what's happening—right up until they finally meet a clone.

## Cloned Characters

Although adventures that involve clones can be incredibly fun, not all players enjoy them. The idea that they have to defend the unique identity of a character they created may bother them. Other players love to lean into the possibilities that such adventures present. The trick for good Narrators is to figure out which kinds of players are taking part in the game with them.

If the players all groan at even the hint that their characters have been cloned, the Narrator may want to switch tactics on the fly. It's simple enough to replace a supposed clone with the other kinds of impostors listed above.

On the other hand, if the players seem intrigued, the Narrator can lean into it, developing a whole clone saga for the heroes. If the players think it's wild to have to deal with a single clone, how might they react to a trio of clones or even a small army of them?

## Identifying Impostors

Often when clones are involved, people can get confused about which ones are the originals and which are the copies. In fact, the villains sometimes work hard to convince the clones that they're the originals and vice versa.

However, if the heroes are the ones being cloned, that might seem to make it easy for the players to know who the originals are. After all, they're playing the original ones, right? Not necessarily.

With the players' consent, the Narrator can suddenly reveal that they might be playing clones instead, whether the players knew it or not. If both sides are equally convinced and convincing, there's no way for the characters to know for sure who's who.

If only one hero has been cloned, the other heroes may struggle to identify their teammate, and the Narrator should allow this. In fact, the Narrator can roll a die to randomly determine if the player is controlling the original or the clone, taking the decision out of their hands. They can even let the player make the roll.

To keep the Narrator honest and the tension high, the Narrator should write down who is who and then be prepared to reveal the answer at the appropriate moment. A clever Narrator might even run the game without looking at the answer until it becomes absolutely necessary, keeping themselves in the dark as much as any of the other players.





## Surviving Clones

When a clone-based adventure reaches its natural conclusion, the clones are sometimes dead or destroyed, which makes for a clean finish. Perhaps they succumbed to cellular degradation, making it emphatically clear who was the clone and who was the original.

Although that can make for an easy end to a one-shot story, when it comes to a longer series of adventures, it seems like a shame to waste such a resource. If no one wants to deal with the clones at that moment, those loose ends can simply escape, perhaps never to be seen again. They can run off somewhere else, change their look and disappear into a whole new life.

Of course, if they're out there somewhere, those clones can always come back when it's dramatically appropriate. But that's a problem for another day.

If the clones are captured and arrested, though, that can cause all sorts of problems. This might make it impossible—or at least a huge challenge—for the cloned hero to maintain a secret identity. It's up to the heroes as to how they want to handle such an ongoing threat to their personal security.

Clones who are lost, homeless or otherwise in need of help can offer opportunities for great role-playing. Let the heroes try to solve the problems that having a clone can present. Here are some possible solutions:

- ▶ Take the clone to another universe. Ideally, it's one where there isn't already a variant of the original; otherwise, the heroes are simply passing their problem on to someone else very much like them. Assuming the clone doesn't have a means of traveling the Multiverse, this can be a relatively permanent solution that doesn't involve harming anyone.
- ▶ Move the clone to another place and set them up with a new personal identity. If they decide to start adventuring there, though, will they keep the hero's costumed identity, making for two of them in different places? Or will they come up with a new codename and costume, establishing themselves as a new hero in the eyes of the public?
- ▶ Let the clone stick around as long as they set up a new identity, at least in their personal life. This could allow the hero to trade off crimefighting duties with the clone and to team up against more challenging villains. This can also deeply complicate the hero's personal life if they and the clone are not careful, but if they come to see each other as siblings rather than rivals, things might work out.

## Adventure Hooks

Here are five adventure hooks to get you started with stories that involve clones.

- ▶ The heroes arrive at the scene to stop a crime and discover that they're too late. Someone has beat them to it—and it's them! The people who defeated the villains declare that the players' characters are Skrulls and must be captured. What do these impostors have in mind? Do they want to set the entire city on a manhunt for the heroes? How do the police officers at the scene react?
- ▶ A group of people emerge from the tunnels beneath New York City, looking just like the heroes but far dirtier and scruffier. They claim that the heroes are villainous clones who replaced them weeks or months ago and left them imprisoned until they just now escaped. They say the heroes are secretly being controlled by a super villain who can cause them to turn evil at the worst possible moment. Who's telling the truth? And how can the heroes prove it?
- ▶ Someone the heroes cared about and lost returns from the dead. They claim that they are the same person, and they have many of the same memories of their lives with the heroes. Are they faking it? And if so, why? What do they—or whoever may have cloned them—have to gain from it?
- ▶ The heroes wake up in large glass incubators in a secret lab. They manage to break out of their restraints and escape from the facility, which seems abandoned. They emerge to discover that they are all thought to be dead. Were they killed and cloned, or is this a ruse to make them doubt themselves? Did they—or someone they know—prepare a fail-safe by fashioning clones of them that could be activated if they were ever feared dead? What happens if someone shows up and claims that the characters are impostors?
- ▶ Villains who the heroes defeated and imprisoned in the past arrive and ask the heroes for help. They claim that they are the originals and the ones in prison are clones deployed to ruin the villains' reputations. They didn't commit the crimes they've been accused of, and they want the heroes to help them clear their names. Is this a trick, perhaps to create doubt at the villains' upcoming trial? How might the villains react if the heroes refuse to help?









# SYMBIOTES

**IN EARTH-616, SPIDER-MAN (PETER PARKER) HAD BEEN** a hero for quite a while before he encountered the first known symbiote in the Age of Heroes, and he didn't even realize it at the time. This seemingly innocuous meeting not only dramatically affected his life but it also changed the fate of the entire planet.

## HISTORY

Symbiotes are an alien species of shapeless, parasitic creatures composed of inorganic material. They require attachment to a sentient host to be able to thrive, and they grant their host increased strength and durability—among other powers—in exchange for sustenance the symbiotes otherwise struggle to obtain. Bonded symbiotes feed on their hosts' emotions too—the stronger, the better.

The proper name for the symbiote species is Klyntar. They have been around since close to the dawn of time, and they have spread across the universe. They reproduce asexually by budding. Essentially, each new symbiote simply grows and separates from its parent.

## Origin

The first symbiotes were created from living darkness by Knull, the god of the abyss: the nothingness that exists between the end of one cosmos and the birth of the next. He is eternally offended by life and light, and he works endlessly to extinguish both. When the Celestials began helping propagate life across the universe, Knull crafted All-Black, the Necrosword, and used it to behead one of the Celestials. (This head was later transformed into the space

station Knowhere, and for a while, the sword fell into the hands of Gorr the God Butcher.\*)

The symbiotes are one of Knull's most plentiful tools for reaching his aims, although he has also forged others. These include the much larger and more powerful symbiote dragons, which he connected to the regular symbiotes through a hive mind that he controlled.

Somewhere around 100,000 years ago, Knull sent the symbiote dragons out into space, commanding them to find and destroy all life. Around 600 BCE, two of them reached Earth and attacked Scandinavia, where the people there called them Grendel and Grendel's mother (as recorded in the epic poem *Beowulf*). Thor Odinson met and destroyed them with bolts of lightning, one of the few weaknesses of such creatures. The feedback from this defeat stunned Knull, and, freed from his control, the symbiotes rose up to capture and imprison him inside an artificial planet.

## Klyntar

The symbiotes called their prison-planet Klyntar—which is their word for *cage*—and they took the name for themselves as well. Determined to make up for the horrors that Knull had forced them to commit, the Klyntar decided to redeem themselves by bonding only with worthy hosts, with

\*EDITOR'S NOTE: FOR MORE ON KNOWHERE, SEE NOVA #7 (JAN. 2008). FOR MORE ON GORR THE GOD BUTCHER, SEE THE THOR: GOD OF THUNDER (2013) SERIES OR CHECK OUT HIS PROFILE IN THE CORE RULEBOOK, PAGE 175.

--OFF-TOPIC OVERTON



whom they formed the Agents of the Cosmos, a universal force for peace.

Unfortunately, not all of the chosen hosts turned out to be worthy of the powers granted by the Klyntar. Their influences corrupted the bonded Klyntar, who returned to the conquering ways they pursued under Knull, dominating their hosts and controlling them—often draining them to death—rather than working in partnership with them. These symbiotes were separated from the Klyntar hive mind, and if they could be captured, the Klyntar usually tried to rehabilitate them. Those with whom such efforts failed were executed.

The symbiote that would come to be known as Venom became separated from the hive mind and imprisoned for analysis, pending execution. In the preparation for the first super-powered Secret Wars, the Beyonder assembled the first Battleworld out of parts of several planets. One of these sections included the prison lab in which Klyntar scientists were testing the Venom symbiote to see if they could determine why it had gone rogue.

## Enter Spider-Man

While participating in the Secret Wars, Spider-Man (Peter Parker) went exploring for a way to repair his damaged costume. Parker thought he had found a machine that would make a futuristic, high-tech morphable fabric for him, creating a costume that could turn into street clothes and back with but a thought. He didn't realize that his new black costume with the white markings was, in fact, the Venom symbiote, which he had unintentionally freed.

Back on Earth, the symbiote attempted to bond permanently with Parker, but he rebuffed its efforts. When he realized his costume was actually alive, he had Reed Richards (of the Fantastic Four) help him remove it with a sonic blaster, but the symbiote refused to give up. It escaped containment at the Baxter Building to pursue Parker and attach itself to him again. He managed to lure it into a bell tower at Our Lady of Saints (a Catholic church), where he rang the bells, using the symbiote's weakness to sonic attacks to drive it away.

Parker believed he had killed the symbiote, but as it escaped the bell tower, it came across Eddie Brock, a photojournalist who wrongfully blamed Spider-Man for the destruction of his career. Brock was suicidal over his downfall and had come to the church to pray for help. It arrived in the form of the symbiote.

Brock bonded with the symbiote, becoming Venom. The pair then launched an assault against Spider-Man, becoming one of his greatest foes. Over time, Venom and Spider-Man came to an understanding and learned to tolerate each other. Although Venom was often brutally violent—due mostly to the symbiote's lust for brains and blood—Brock tried to focus their combined fury on criminals rather than the innocent, casting Venom as an antihero.

## Spawning Horrors

The Venom symbiote has reproduced a number of times since it reached Earth, and its children have many of its same characteristics and weaknesses. Venom and its kind fear extreme sounds and fire.

While Brock was in prison and temporarily separated from the symbiote, he shared a cell with notorious serial killer Cletus Kasady. When the symbiote broke Brock free, it left behind a spawn that bonded with Kasady, transforming him into Carnage. Carnage has since spawned new symbiotes: Raze, Scorn and Toxin.

Known Venom descendants that bonded with hosts include Agony, Phage, Lasher, Riot and Scream, all forced into existence by scientists at the Life Foundation. Other spawn include Sleeper and Sliver.

Whole symbiotes can also be created from severed portions of a symbiote, but these usually don't last long as the missing pieces prefer to be reunited with the whole. Individual symbiotes created this way include Mania (made from Venom's severed tongue) and Anti-Venom (created from bits of Venom remaining in Brock's blood).

Two symbiotes have also been created by mixing a sample of an existing symbiote with a serum fashioned from Anti-Venom: Misery (made from a Carnage sample) and Silence (made from a sample of Scream).

## Symbiote Shuffles

Over time, Brock became disillusioned with the Venom symbiote and forcibly separated from it. This hurt the symbiote so badly that it released a psychic scream that alerted the other symbiotes to its location. Some of them mounted an invasion of Earth, but Spider-Man (Peter Parker), Scarlet Spider (Ben Reilly) and Brock—who reunited with the Venom symbiote—put an end to it.

The pair parted a number of other times, with the symbiote bonding with Mac Gargan (the original Scorpion) and later with Parker's high-school bully turned friend, Flash Thompson. The two became known as Agent Venom while Thompson worked for the U.S. government program Project: Rebirth.

During one of these separations, Brock was diagnosed with cancer, which Martin Li (Mister Negative) cured with his magical touch. When the Venom symbiote (bonded with Gargan at the time) tried to reunite with Brock, the residual bonded bits inside Brock combined to form Anti-Venom, repulsing the symbiote's attempt.

Symbiotes have been known to bond to sentients other than humans. In one example, a group of evil symbiotes bonded with a Brood hive and devoured them. They might have invaded Earth if Spider-Man and the X-Men had not teamed up to stop them.

## Long Live the King

In the 1970s, S.H.I.E.L.D. operatives located and recovered the remains of Grendel frozen in ice at the bottom of the ocean. Under the direction of Nick Fury Sr., several soldiers had pieces of Grendel grafted onto them as part of a new Super-Soldier program. These soldiers eventually all died, and their symbiotes were recovered and put back into storage—with the exception of a symbiote called Tyrannosaurus, which had bonded with Rex Strickland.

When S.H.I.E.L.D. was dissolved, the neglected remains thawed, and the revitalized Grendel attacked New York. After Brock and Spider-Man (Miles Morales) defeated the symbiote dragon, the Maker (Reed Richards of Earth-1610) harvested samples from Grendel's remains.



A cult in possession of the corpse of Cletus Kasady stole the samples from the Maker and fused them with Kasady to form Dark Carnage. Venom (reunited with Brock) absorbed the Grendel symbiote from Kasady to stop him. Unfortunately, this connected Venom to Knull once again, and the roused King in Black broke free from his ancient prison. Determined to have his vengeance, Knull re-formed the entire world of Klyntar into dragon symbiotes and headed for Earth.

Upon reaching the planet, the dragon symbiotes engulfed it and began taking over the residents, including many of the Avengers. Knull personally tore the Sentry apart, then took Venom from Brock and hurled the terrified host from a skyscraper. While the remaining heroes and Brock's son, Dylan—who inherited some of his parents' symbiote-based powers—battled Knull, the Enigma Force came to Brock and resurrected him. The Enigma Force was revealed to be the god of light, Knull's antithesis, and it made Brock its agent, giving him the powers of Captain Universe.

With the Enigma Force on his side, Brock grabbed Knull and flew him into the sun, incinerating him completely. Afterward, the Enigma Force left Brock, but his defeat of Knull made him the new King in Black, ruler of all symbiotes. A revived Carnage challenged Brock's supremacy by building his own army of symbiotes connected to his own hive mind, and the two factions clashed.

## SYMBIOTES

Several symbiotes have been vitally important in Earth-616, starting with Venom. Other universes have struggled with them as well across the Multiverse. Few of the symbiotes have been involved in the Spider-Verse crises—at least directly—but others have joined together across what's come to be known as the Venomverse.

The bonding between a symbiote and a host forms a codex in the host's cells (as described later in this chapter). This codex normally serves as the connection to the symbiote hive mind, although this link can be severed. The codex can be passed through the hive mind to other symbiotes as well, and this can be used to resurrect strongly bonded symbiotes and their associated hosts. The one in charge of a hive mind can use it to tap into the senses of the hive's members as well and even take direct control of them.

### Anti-Venom

Anti-Venom is not a traditional symbiote. It was not spawned from another symbiote but created when the Venom symbiote tried to abandon its then-host, Mac Gargan, and re-bond with Eddie Brock. Because Martin Li (Mister Negative) had used his healing touch to cure Brock's cancer not long before that, the symbiote's attempt clashed with elements in Brock's blood, causing a whole new symbiote to form that was white with black markings, the photographic opposite of Venom.







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Art by Ken Lashley & Juan Fernandez



Anti-Venom's touch can heal most humans, but it burns symbiotes like acid. Brock used it for some time, but when the Spider-Virus—which gave those infected Spider-Powers but later transformed them into spider-monsters—was unleashed, he sacrificed it to develop a cure for the virus.

Later, Alchemax scientist Dr. Steven created a new version of Anti-Venom, which bonded with Flash Thompson. Thompson had been bonded to the Venom symbiote for a while, working as Agent Venom, but he then became Agent Anti-Venom. The Red Goblin (Norman Osborn) killed Agent Anti-Venom at one point, but Thompson's mind was stored in the Klyntar hive mind, and after the defeat of Knull, both he and the Anti-Venom symbiote were restored to life.

The Anti-Venom symbiote was also used to create two other symbiotes: Silence and Misery (which later bonded to Alchemax C.E.O. Liz Allan).

## Carnage

When the Venom symbiote broke Eddie Brock out of prison, his cellmate—serial killer Cletus Kasady—got not just his freedom but a symbiote of his own. This crimson creature bonded with Kasady and immediately helped him indulge in his lust for blood.

Later, the Carnage symbiote reproduced too, despite Kasady's attempts to keep it from happening. The new symbiote bonded with New York Police Department officer Patrick Mulligan, who became a hero known as Toxin.

Kasady and his symbiote were seemingly killed a number of times—once even torn apart by the Sentry—but they kept finding ways to return. At one point, a spell from the *Darkhold* (an ancient tome of chaos magic) was used to separate Kasady from Carnage. Sometime afterward, the creature bonded with Norman Osborn to form the Red Goblin (see below).

The Carnage symbiote returned to Kasady, but the pair were later killed, burning up on re-entry into the atmosphere from space. This seemed to finally be permanent, but the Cult of Knull managed to revive Kasady by bonding the Grendel symbiote dragon to his remains, transforming him into Dark Carnage. In this form, Kasady set about devouring other symbiotes and their codices to gain their power. Venom defeated him, but not before Dark Carnage summoned Knull.

After Knull's defeat, Kasady and the Carnage symbiote had a falling out. The symbiote created a copy of Kasady's body to serve as a host, and it later devoured the original's brains to imprint his memories upon the copy.

## Gwenom

Symbiotes in Earth-65, the home universe of Ghost-Spider, work a bit differently than they do in Earth-616. The Venom symbiote of Earth-65 is a swarm of spiderlike creatures that can morph together and change shape, color and so on at its user's will. It was created by Dr. Elsa Brock, who exposed radioactive spider isotopes—derived from spiderly alien parasites—to the serum that created the Lizard.

The resultant creature—a symbiote—is radioactive, which means that it would be poisonous to most people. Because Ghost-Spider obtained her powers from a radioactive spider, though—one like those the spider isotopes were derived from—she's immune to that radiation. Few other people could tolerate exposure to it for long, although those with a healing factor can manage it.

At that point in her career as a hero, Ghost-Spider was losing her powers and relied on boosts from those radioactive isotopes to keep her abilities working. The Venom symbiote granted her those powers back.

When Ghost-Spider first bonded to the Venom symbiote, it turned her more aggressive, feeding upon her existing anger and frustration with how the Kingpin (Matt Murdock) had been manipulating her—and amplifying those tendencies. Outwardly, this aggression was reflected in a black version of her suit that she sometimes referred to as Gwenom. She eventually brought her emotions under control, at which point, she was able to have her symbiote suit transform to resemble her original costume. She has been wearing it ever since.

## Misery

Misery was created in an Alchemax lab by combining a sample from the Carnage symbiote with serum from the Anti-Venom symbiote. It bonded with the company's C.E.O., Liz Allan, who managed to control the two warring sides. She uses it to protect not only her business interests but her son, Normie Osborn, also known as the new Red Goblin.

## President Ozzy Osborn

In Earth-138, President Norman "Ozzy" Osborn ruled the USA. As part of that, his Oscorp had developed V.E.N.O.M. (Variable Engagement Neuro-sensitive Organic Mesh), symbiote-based suits that protected and empowered the jackbooted thugs of the Thunderbolt Department. Spider-Punk and his band were able to weaken the V.E.N.O.M. worn by those troops and Osborn himself with a sonic blast from their amplifiers, and the hero decapitated Osborn with his guitar, ending the president's fascist reign.

The Venom symbiote kept Osborn's head alive, though, and he had it installed in the chest of a headless robot body. The heroes rose against Osborn again and blasted the symbiote away with Spider-Punk's boosted guitar.

## Red Goblin

After Cletus Kasady had the Carnage symbiote stripped from him, the creature bonded with Norman Osborn to form a terrifying amalgamation of Carnage and the Green Goblin known as the Red Goblin. While bonded with the symbiote, Osborn managed to infect his grandson Normie with it as well, transforming him into Goblin Childe.

In a final confrontation with Spider-Man (Peter Parker), Parker pointed out that if the Red Goblin killed him, no one would give Osborn the credit for his triumph. Furious, Osborn stripped the symbiote from himself, which gave Parker the chance to defeat him.

Much later, Eddie Brock's son, Dylan, brought Normie a new symbiote so that the two boys could rescue Eddie together. Although initially frightened because of his experiences as Goblin Childe, Normie bonded with the childlike symbiote, which he named Rascal. In this form, Normie became known as the new Red Goblin.

## Scorn

Dr. Tanis Nieves was a psychiatrist who worked at Ravencroft Institute, treating Shriek, who had been a girlfriend of Carnage. The doctor lost an arm in an accident, and it was



replaced with one created from technology derived from the Carnage symbiote. The symbiote took over her arm and used it to free itself so it could find and reunite with Cletus Kasady.

Shriek pointed out that Nieves' arm had become a spawn of Carnage. Nieves cut off the new prosthetic rather than bond with the new symbiote, but when faced with Shriek wanting to force a crowd to murder a bus full of schoolchildren, she relented and accepted the bonding to save them. She became Scorn and forced Shriek to use her scream to incapacitate Carnage.

Nieves worked with the U.S. government to fight against Carnage, but when Knull awakened, he reached out and corrupted her. She became the leader of the Cult of Knull, and she bonded the Grendel symbiote dragon to Kasady's corpse to revive him as Dark Carnage. In exchange, Kasady killed her to devour her codex.

## Silence

Andi Benton was a high school student when an anonymous man who'd been hypnotized into becoming a new Jack O'Lantern attacked her gym teacher, who happened to be Flash Thompson. At the time, Thompson was bonded with the Venom symbiote. One of the attacker's pumpkin bombs blew off a piece of the symbiote, and it bonded with Benton, transforming her into Mania.

In an unfortunate twist, this part of the symbiote also bore a Hell-Mark that the demon Blackheart had inflicted upon it. The mark eventually corrupted Benton, turning her evil. With the help of Thompson and Spider-Man (Peter Parker), she recovered. However, she lost her symbiote and retained the mark.

Some time later, Carnage attacked Benton to strip her of the Mania codex. While trying to escape from him, she wound up bonding with the Scream symbiote instead. She got away, but Carnage came after her again, corrupting the symbiote. Benton used her Hell-Mark to destroy the Scream symbiote so she could escape once again.

A corrupted Phage tracked down Benton to exact revenge on her for the death of Scream. As Benton was dying from his attack, she bonded with a new symbiote created by combining Scream's remains with a serum derived from Anti-Venom. This transformed her into Silence.

## Sleeper

The symbiote known as Sleeper was spawned from Venom in Alchemax labs. When the Kree warrior Tel-Kar—the Venom symbiote's first host—stole the Venom symbiote from Eddie Brock, Sleeper bonded with Brock to pursue the thief. Eventually, Sleeper bonded with Tel-Kar instead and destroyed the Kree's mind.

Using Tel-Kar as a mindless host, Sleeper traveled the universe until it reached Klyntar. When it realized that Knull was working his way loose, Sleeper returned to Earth to warn Brock. Sleeper tried to bond with Brock's son, Dylan, to protect him, but the boy's innate symbiote powers prevented it.

Instead of finding a new host, Sleeper took the form of a cat and moved in with Eddie and Dylan. For a while, Sleeper bonded with Hank Hensley, a friend of Flash Thompson's. Hensley has no memory of this and no idea that he has served as a symbiote's host.

## Sliver

Sliver is the latest spawn of the Venom symbiote. It was produced when two boys who had bonded with symbiotes—Venom (Dylan Brock bonded with his father's symbiote) and Toxin (Bren Waters, who had bonded with the symbiote once worn by Patrick Mulligan)—rescued several kidnapped children from an exploding warehouse. While investigating the wreckage, the Black Widow (Natasha Romanoff) found the new symbiote and bonded with it.

Romanoff has used memories of her training to help prepare the symbiote—now named Sliver—for the kind of work she does. Black Widow believed Sliver died when Misery's Anti-Venom powers stopped rampaging zombiotes at Alchemax headquarters. However, Sliver appears to have survived.

## Symbiote Dragons

Knull created many servants, but one of his earliest efforts produced the symbiote dragons: gigantic, winged creatures that he could control through the hive mind he established with them. As they were capable of spaceflight, he sent them out to conquer the universe in his name. The most notorious of these creatures were known as Grendel and Grendel's mother after they came to Earth and Thor defeated them, as depicted in the epic poem *Beowulf*.

Symbiote dragons do not generally bond with hosts, but when they are injured, parts that fall from them can become regular symbiotes. These creatures can bond with anyone they meet, mentally dominating them and taking them over for Knull to control through the hive mind.

In addition, symbiote dragons can combine to form massive creatures or constructs. When Knull was captured, the symbiote dragons were used to form the planet-sized prison that came to be called Klyntar. Similarly, when Knull assaulted Earth, he combined countless symbiote dragons to engulf the entire planet, blotting out the sun. During the invasion, other symbiote dragons combined over Shanghai to form a gigantic representation of Chiyou, a god of darkness, and American Kaiju—a giant monster created by the U.S. government—fought a skyscraper-sized two-headed dragon in New York City.

After Knull's defeat, Eddie Brock became the King in Black and took control of the hive mind that connected all of the god's symbiotes and symbiote dragons.

## Venom (Earth-616)

The Venom symbiote is the most storied of all of Knull's creations. Although it began just like any of the symbiotes under the control of the King in Black, it went on to bond with Eddie Brock, who eventually defeated Knull.

The Venom symbiote is the 998th of its line. It distinguished itself early on by defying Knull's orders, for which it was cut from the hive mind. Even when Brock became the new King in Black, he could not reach out to the symbiote through the hive mind, and he allowed his son, Dylan, to work with the symbiote instead.

The symbiote's first host was a Kree warrior named Tel-Kar, who fought in the Kree/Skrull War with it, but they parted during a mission to rescue Kree refugees, with the symbiote's memory erased in case it was captured. The two did not meet again for many years.









Art by Iban Coello & Frank D'Armata

The symbiote next bonded with a cruel person who used it to murder everyone on his homeworld. It somehow became separated from that host and was captured and imprisoned by the Klyntar, who wished to analyze it to see what had happened to it. The lab it was trapped in became part of the Battleworld formed by the Beyonder, and that was where Spider-Man (Peter Parker) unwittingly released it and brought it back to Earth.

Parker refused to bond permanently with the symbiote and drove it away. It then found Eddie Brock, its most prominent host.

Brock separated from the symbiote a number of times due to its bloodlust, which he struggled to control. During these breaks, the symbiote bonded with Mac Gargan (the Scorpion), Flash Thompson and Lee Price. It reunited with Brock every time, and the two eventually came to respect and understand each other—especially after a serum created from the Anti-Venom symbiote permanently cured the symbiote's corruption.

After Brock defeated Knull and became the new King in Black, the symbiote bonded with Brock's son, Dylan, vowing to keep the boy safe.

### **Venom (Earth-1048)**

The Venom symbiote of Earth-1048 works much like the one of Earth-616. In this case, though, it came to Earth in a meteorite that bore Knull's spiral marking and landed outside New York City. When an Oscorp team led by Dr. Curt Connors located it, it grabbed Connors' arm and tried to bond with him, but he ordered the soldiers with him to shoot his arm off to prevent that from happening.

The Oscorp team captured the symbiote and began to study it. In a desperate attempt to cure Harry Osborn's genetic disease—Oshtoran Syndrome—Norman Osborn let the Venom symbiote bond with his son. The symbiote did keep Harry's disease in check, but when Spider-Man (Peter Parker) was injured, the symbiote bonded with the hero instead.

The Venom symbiote amplified Spider-Man's powers and his darker emotions, so he removed it with the help of the younger Spider-Man (Miles Morales). The two heroes wanted to destroy it, but without the symbiote, Harry's disease came back strong. In a scuffle, Harry cracked open the container in which the symbiote was being held, and it bonded with him again and took control of him—at least until Parker and Morales stopped a symbiote invasion of New York City, destroying the Venom symbiote in the process.

## **PLAYING WITH SYMBIOTES**

Symbiotes can add a great deal to any campaign that includes Spider-Powers. They can grant a character powers or boost the ones they already have, but this comes with the amplification of dark emotions and the potential loss of control.

### **Who's Playing Who?**

When a player takes on a character with the Symbiote origin, there are actually two characters involved: the host and the symbiote. By default, the player is presumed to be playing the host, and the Narrator takes on the role of the symbiote. The two can talk out loud or inside the host's head, as they prefer, but the player and the Narrator should make clear which is happening at any given moment.



If the player likes, the Narrator can give them control of the symbiote for periods of time, allowing the player to handle both sides of any such conversation. The Narrator can retake control of the symbiote at any point.

Most of the time, it's good for the Narrator to start off in control of the symbiote to help set the tone of the two characters' relationship. They can then hand over control whenever the player wants to try playing both sides—as long as the goals of the host and the symbiote are generally aligned.

Note that sometimes a symbiote might take control of its host. See Chapter 10: New Rules for more details on how to handle this.

## Themes

Symbiotes give power, but it comes with a price. Those who give in to the temptations that a symbiote offers stand to lose control of themselves, sometimes permanently.

The main theme is that power in the wrong hands can be murderously dangerous if it causes the user to ignore their responsibilities and indulge their darkest emotions. In that sense, it's the flip side of the lesson that Uncle Ben's death taught Peter Parker: that with great power there must also come great responsibility.

Because symbiotes are living creatures, bonding with one also brings up issues of mental health and impulse control. Bonded characters can communicate with their symbiote mentally, but they often do so out loud, as if speaking to an additional personality in their heads as part of a dissociative identity disorder. In the end, a character bonded to a symbiote must come to peace with this new voice in their head—or be consumed by it.

## Goals

In early symbiote-based stories, the characters involved often just wanted to get rid of the symbiote or at least find a way to control it. This struggle caused Spider-Man (Peter Parker) to remove the Venom symbiote from himself, and even Eddie Brock sometimes split from the creature to find peace. Despite that, Brock eventually came to terms with his "other" and even formed a friendship with it.

In later symbiote stories, the goals morphed from gaining power over oneself to gaining power over everything around. This grew to a climax with the arrival of Knull as the King in Black, the ruler of the Klyntar hive mind who controlled every symbiote connected to it. The goal for the heroes became to tear this control away from Knull.

When Brock became the King in Black, he was a much gentler ruler, one who used persuasion rather than force to coordinate symbiotes in the hive mind in an effort to help others around the universe. Since that promising start, though, he has struggled to maintain his position, if only to prevent someone like Carnage from taking it from him.

## Style

The early symbiote stories often involved a hero (like Peter Parker) who had bonded with a symbiote battling a foe who had become their opposite number, as Venom did when first bonded to Brock. The fact that Parker's Spider-Sense was useless against Venom made him a far more dangerous foe, as did the fact that Venom granted Brock nearly all of Parker's other Spider-Powers, plus a few more to boot.

In that sense, these stories concern heroes struggling against their dark side personified. In many ways, Peter Parker could have become Eddie Brock. They both worked for newspapers and struggled for acceptance. But one of them stood by his better nature, and the other did not.

## Subterfuge

Although symbiotes have many powers, the ability for a character to camouflage themselves—to change their look to whatever they want—is one that many characters ignore for flashier powers like augmented strength, webslinging and so on. When used properly, though, changing your look allows a character to hide in plain sight and sneak up on foes in subtle and surprising ways.

This can be especially useful for investigating mysteries or untangling plots. There are moments in many games, after all, when learning who to punch is far more important than how hard you can punch them.

## Lethal Protectors

In an effort to satisfy a symbiote's violent tendencies, a number of characters have been willing to indulge their symbiote's worst appetites if they can channel them for the greater good. In many Venom stories, Brock considers himself the "lethal protector," someone who is willing to kill awful people to save innocents.

Such characters are not heroes but antiheroes. Heroic characters may be willing to work alongside them temporarily, but only if the antiheroes give up doing horrible things for the duration. When the antiheroes cross that line, their heroic compatriots might feel compelled to take them in as well.

## Variations in Power and Style

Not all symbiotes are alike, although the ones Knull controlled through his hive mind often seemed so. Those symbiotes that have come to Earth—especially by means of Venom—usually have distinctive powers to go along with their distinctive styles. They often come in different colors too, ones that may reflect something about who they are.

When creating a symbiote character, the player should describe the character's coloration and the markings they bear. Most symbiotes have a main color and a secondary color for their markings, but other variations exist. These can be connected to the character's unique powers, tying the character's themes together.

## Codex

When a symbiote bonds with a host, it stores microscopic fragments of itself in the host's cells, with the highest concentration in the spinal cord. This collection of fragments is called a codex, and it is formed from the living abyss from which Knull created all symbiotes.

Bonded symbiotes can communicate telepathically with their hosts, but both hosts and symbiotes can also interact with the Klyntar hive mind. While the hive mind often works like telepathic communication, essentially transmitting voices back and forth, it can also offer a shared mental space in which members can talk with each other virtually.

In fact, hosts who have been bonded for a long time to a symbiote that is connected to the hive mind have their



consciousness cached in the hive mind. Such cached minds remain even if the original host is long dead, and the same goes for symbiotes who have died.

Dead symbiotes have sometimes been regenerated from their physical codices left behind in their former hosts. This often requires the use of matter taken from another symbiote.

Entities with the power of the King in Black (like Eddie Brock after defeating Knull) or a portion of it (like Carnage, who picked it up when the Cult of Knull transformed his corpse into Dark Carnage) can control symbiotes they are connected to via a hive mind. On top of that, they can create a new physical body for their codex from symbiote matter and move their minds into that body. In this way, Brock has created a number of versions of himself scattered throughout time, and the Carnage symbiote created a new Cletus Kasady, who then confronted the revived original.

Carnage also managed to create a rival hive mind and invite other symbiotes to join it (or demand that they do). Furthermore, he can consume the physical codices of other symbiotes, even ones in other universes.





By doing so, he gains their powers and eliminates any weaknesses he had to things those symbiotes were immune to.

Dylan Brock (Eddie's son) is a living codex, born from Eddie's ex-wife, Anne Weying, with whom the Venom symbiote had bonded when she was pregnant. This gave the boy nascent powers similar to those of Knull, which is why the god of the abyss came after Dylan when he invaded Earth.

## Alien Invasion

When Knull was released, the real threat of the symbiotes finally arrived on Earth in the form of a full-scale invasion. Although this had not happened for many years, it used to be more common. Before Knull was imprisoned within the planet Klyntar, he often ordered the invasion and destruction of entire planets and civilizations.

In many cases, symbiotes were sent to find a planet and begin bonding with native hosts. They eventually used up a host entirely, consuming everything the host had to give, and then moved on to another. They continued this, reproducing as they went, until the entire world was subsumed to their will. Then they sent out new emissaries, and it started all over again.

Knull rarely took part in such invasions directly, content to guide them through the hive mind. However, he saw the rise of Venom and the emergence of Dylan Brock as a human-symbiote hybrid as a direct threat, so he traveled to Earth personally to ensure that nothing could thwart his domination of the planet this time around, as Thor had managed several hundred years before.

## Adventure Hooks

Here are five adventure hooks to get you started with new stories that feature symbiotes and their hosts.

- ▶ There are reports of a symbiote roaming New York City at night, and it looks like a Venomized version of one of the heroes or a compatriot of theirs. Has that hero been taken over by a symbiote that runs around in their body at night, without their knowledge or any memories of it? Or is the symbiote mimicking the look of another hero on purpose to throw any investigations off the trail? And, hey, has anyone seen that hero in a while?
- ▶ The Venom symbiote comes slurping up to the heroes after they defeat a team of Roxxon operatives who were rampaging around with sonic weaponry. Something has happened to its latest host, and it needs their help. The problem is that it can't recall who the host was. It might have been Dylan or Eddie Brock, but it can't be sure. Help?
- ▶ Dylan Brock's mother—Anne Weying—was once bonded with the Venom symbiote, becoming She-Venom. Dylan starts to hear his mother's voice reaching out to him via the hive mind, and he cannot bear to tell his father about it, so he asks the heroes for help. Is it really Weying or just someone in the hive mind pretending to be her so they can lure Dylan into a trap? The heroes may have to bond with symbiotes themselves—at least temporarily—to find out.
- ▶ The heroes are ambushed by a group of people who look identical to them. It turns out that these are all

symbiote-bonded humans who want to take over the heroes' identities so they can hide from Carnage. If they fail, they beg the heroes for help. If they succeed, they keep the heroes captive, removing their memories and leaving them on the far side of the city. However, they turn to the heroes for help once Carnage sees through their ruse and starts killing them one by one.

- ▶ The heroes encounter a powerful healer working out of an abandoned building. If they approach her for help, she runs, believing that they've figured out that she is bonded to an escaped Anti-Venom symbiote. Where did this symbiote come from—a secret government program? Alchemax? Do the heroes trust her to be left alone? If not, who would they turn her over to?









# NEW RULES

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**THE CORE RULEBOOK COVERED ALL SORTS OF DETAILS ABOUT** how to play role-playing games in the Marvel Multiverse, but it couldn't cover every possible aspect of every kind of character in such a wild and amazing setting. The Spider-Verse portion of the Multiverse, in particular, can be intricate enough to require special attention.

This chapter delves a bit further into character-defining details and introduces a number of new powers. In addition, it introduces new rules and guidelines on how to handle secret identities, how to set up and deal with supporting characters and responsibilities and how to reflect villains teaming up to take the heroes down.

It also includes advice for stories with smaller groups, how to get help from outside the team and how to borrow Karma when a player really needs it. Plus, there are extensive rules for playing with symbiotes and clones, as well as a whole new stunt system for extending powers in amazing ways.

While these new rules are inspired by and designed to work well with Spider-Man and his many friends and foes, unless the text specifically says otherwise, you should feel free to use them in games using characters of any kind.

## SECRET IDENTITIES

Since Peter Parker first got his powers, he's done his best to conceal them from the public and the people closest to him. Many other Spider-Verse heroes do the same thing for similar reasons.

### Definitions

Talking about secret identities can get complicated, so it's best to define some terms first.

**Real Name:** A person's real name and personal information. This is often, but not always, the name they were given at birth and the one used on official documents like I.D. cards, driver's licenses and such. It sometimes changes due to marriage or other changes in a person's life.

**Alias:** A fake name that a person gives in an effort to hide their true identity. This is often used without a mask or other form of physical concealment of the person's features, simply to put curious people off the proper track.

**Codename:** An obviously fake name that a person adopts as part of a public persona, often as a costumed hero or villain. It usually sounds more like an iconic title than a real name.

**Secret Identity:** A character's status when they use an alias or a codename to keep others from learning their real name. Such characters often wear a mask or other disguise to avoid being recognized. Secret Identity can be chosen as a tag.

**Public Identity:** A character's status when they make no effort to conceal their identity. Sometimes, the character still wears a mask or hides their features in some way as a matter of choice rather than privacy. Public Identity can be chosen as a tag.

### Secret Protections

When picking the Secret Identity tag, a player should decide who the character is trying to protect and from what. This can change during play, of course, but the player should keep the Narrator up to date.

Characters often keep a secret identity to protect the ones closest to them from being targets—although it also keeps them from bearing too many consequences from their actions. In the course of helping others, heroes sometimes



## SECRET IDENTITY SUSPICION

| Attitude   | Effect                                                                                | Logic Check Effect |
|------------|---------------------------------------------------------------------------------------|--------------------|
| Ironclad   | There's "proof" the character is not their actual secret identity.                    | Double edge        |
| Solid      | There's no link at all between the character and their secret identity.               | Edge               |
| Neutral    | No effect.                                                                            | No effect          |
| Weak       | The character and their secret identity seem to crop up near each other pretty often. | Trouble            |
| Paper-Thin | There's evidence that the character is their actual secret identity.                  | Double trouble     |

bend or even break the law, and keeping their true identity secret makes it more challenging for law enforcement to find and arrest them for their actions.

Of course, criminals often conceal their identity for the same reasons. This is why some people have a hard time trusting people with a secret identity, even if their intentions are good. The question often asked is "Why are you concealing your identity if you have nothing to hide?"

A hero might need protection from other things besides the law. This could include enemies who want revenge, people who want to take advantage of their powers, family members who are unlikely to understand their choices and many more reasons or even a combination of them all.

Might the Narrator use this kind of information against the character? Of course! Games are more interesting when the characters have to face the things they fear most.

### Secret Problems

The main issue with having a secret identity is that the character has to protect it, often fiercely. If they don't and their identity becomes known beyond a small circle of trusted people, it's likely to become widely known not long after.

This means characters often have to lie to the people they are closest to in their regular life. If they haven't brought their friends and family into that circle of trust, they usually have to make up all sorts of excuses for the times when they're not available because they have to run off, change their appearance and take on their other identity.

This can cause friction in the character's life as people start to get suspicious of all the times they are missing. Although these people might not guess exactly what's going on with the character, they can tell that something's wrong. They might suspect the character of being a criminal, cheating on their romantic partner or even secretly being some sort of alien, like a Skrull.

When someone suspects that the character is hiding a secret identity and confronts them about it, the character can make an Ego check against that person's Ego defense. If the character succeeds, they convince the suspicious person that they were mistaken. However, if they give that person more reason to be suspicious, they have to make another Ego check to keep them from being sure they know the truth.

If the character gets a Fantastic success on such an Ego check, they get an edge on the next Ego check they have to make for such a purpose.

Of course, if the character fails the Ego check, the person who's suspicious of them now becomes convinced they know the truth.

### Confrontation

Once someone is convinced they know the character's secret identity, they might expose it. Or they might use that knowledge as leverage against the character, perhaps to blackmail them. On the other hand, if they care about the character, they might simply keep silent and privately try to help the character keep the secret.

If the character realizes that their secret has been blown, they can make an active attempt to discredit the truth. This requires them to make a Logic check against the Logic defense of those who are sure they know the truth, applying any appropriate edge or trouble from the Secret Identity Suspicion table. On a success, the target returns to simply being suspicious rather than being sure about the character's secret. On a Fantastic success, the target is now entirely convinced they were wrong.

**Example:** J. Jonah Jameson believes he has photographic proof that Peter Parker is Spider-Man, and he confronts Parker about it. Thinking quickly, Parker tells Jameson that the photos are fake, and he can prove it by producing the original images that the fakes were composed from—which he plans to do by making his own fakes. Despite having double trouble, Parker's player gets a Fantastic success on the Logic check, and Jameson curses the person who sent him the "fake" evidence instead.

### Starting Public

Heroes who start out with the Public Identity tag have to deal with the same kinds of hassles and threats that heroes with the Secret Identity tag face. However, they don't have to keep secrets from those closest to them and can protect their friends and family without having to deceive them about what's going on. While this undoubtedly endangers those people, the character often doesn't believe that keeping their real name hidden behind a codename is worth the trouble.

Or perhaps they never had the choice. If a character discovers or first uses their powers in public, without a mask, they might not be able to hide who they are. That's often because they decided that helping people in the moment was more important than protecting their privacy.

It's a more honest way to go, but it's also potentially far more dangerous.

### Being Famous

If a character's secret identity is widely revealed—or has always been public—this can have substantial effects on them and on the entire game. Villains who have grudges



against the character can figure out where they live and who matters most to them. The character must take steps to protect themselves and their loved ones, which can prove a challenge if they are not wealthy enough to afford such efforts.

The character also has to deal with personal fame. Just about everyone knows who they are and what they can do, and strangers often form opinions about the character long before they meet them in person. The character might be able to use their fame to find friends who can help them weather such issues. They might even snag endorsement deals—as long as they have a good reputation (see “Hero Reputation” later in this chapter).

## Revelations and Regrets

The moment that a character goes from having a secret identity to having a public identity can be extremely dramatic. If their masked identity is well-known, this can make national or even global news. Their face can be plastered all over the internet and beyond. They might not be able to go anywhere anymore without being recognized.

This has happened to several heroes, some more than once. It's nearly impossible to reverse such a revelation, but in the Marvel Multiverse, that just means it requires a great deal of effort. Some ways that a character could recover their secret identity include:

- ▶ Faking their death and coming back as someone else.
- ▶ Moving to a different reality in which no one knows their secret.
- ▶ Making a deal with a powerful being to prevent people from remembering their identity.
- ▶ Using a device like the Cosmic Cube to rewrite reality.
- ▶ Traveling back in time to prevent their secret from being revealed.
- ▶ Creating a fake identical twin who can take the blame.

All of these options not only require a lot of work, but also can have massive ramifications on the rest of the world. Such steps are difficult to take and ask a great deal from the character and those around them. The costs can be staggering.

**Example:** *Peter Parker once revealed his identity at a national press conference to show his support for Iron Man (Tony Stark) in the superhuman civil war. He quickly came to regret this when assassins targeted his Aunt May, so he enlisted Mister Fantastic, Iron Man and Doctor Strange to wipe the knowledge of Spider-Man's secret identity from anyone who Parker didn't reveal it to after that moment.*

## SUPPORTING CASTS

Being a Marvel super hero isn't all about fistfights with villains. Often, it focuses more on characters interacting with the people around them, both in their super-hero identities and in their personal lives.

Many characters with Spider-Powers work on their own, rather than as part of an established team, so their friends and family have huge impacts on their lives. Here's how to create networks of supporting characters around a player's character and how to get the most out of them in the course of play.

## Dealing with Family

Everyone comes from somewhere. They have parents, grandparents and often aunts, uncles and cousins. When creating a character, a player should keep in mind who these people might be and whether they have a role in the character's life.

If the character is a minor (under 18 years old), they likely have parents or guardians who look after them and are responsible for them. These are usually their biological parents, but they could also be adoptive parents, foster parents or some other form of guardian.

If the character has an unusual situation, the player should explain it. Did the character's parents die? Are they missing? Were they kidnapped by aliens? Did they go into hiding in an effort to keep their offspring safe?

Much of a character's family situation depends on their age, so that's a good place to start. Are they younger and living under someone's supervision, or are they grown adults?

## Younger Heroes

If the character lives at home, do they have a happy life there, or is something wrong? It could be an internal conflict with a parent or guardian that throws their house into chaos, or maybe they had to leave home to learn how to handle their powers.

Does the character have siblings? Stepsiblings? Are they part of a blended family? A broken one? Might they have half siblings they've just learned about?

Many young heroes have a stable homelife filled with relatives who love them, but their powers can throw a wrench into everyday situations. If the character is keeping their powers a secret from their family, their relatives might detect that they are acting differently and confront them about it.

If the character comes clean about their powers and brings their family—or at least some members of it—into their circle of trust, those family members might not appreciate the character's efforts to help people. Instead, they might be far more concerned for the character's safety.

This kind of conflict can make for excellent drama in the game. If a character's parents don't approve of their heroics, the hero can work to convince them that they are responsible and can make a real difference in the lives of others. This might not be a change they can bring about overnight, but with luck and some effort, they could even get their family to support their heroics.

## Adult Heroes

Adult heroes have a different set of concerns than younger heroes. They might still live with relatives, but they are usually recognized as independent people who can make their own decisions and are afforded some privacy to lead their own lives.

However, adults also have more responsibilities. They might have to help out older relatives, or they might have children of their own. They often have romantic partners as well.

If the hero has a secret identity and hasn't shared it with the people in their home, they should have a reason for that. Are they afraid of how the others might react? Do they not trust them to keep the secret?



If they do share the secret with their family, can they call on their family for help when needed? Or do they refuse to do so in an attempt to keep their family safe?

Sometimes, powers run in a family. Might other family members have abilities too? If so, have they shared this with the hero, or are they keeping it to themselves? Perhaps there's a family legacy that they must decide to accept or refuse.

## Dealing With Romance

Some heroes avoid romantic relationships as a means of simplifying their lives. They feel that it's too risky to include an innocent person in their actively dangerous days, so they focus on their cause rather than their own happiness.

Of course, romance has a way of finding people, even when they're trying to keep away from it. What happens if the hero develops feelings for someone with powers—someone who is capable of protecting themselves? In this case, the excuse that they don't want to endanger someone else doesn't hold water.

If the hero is in a long-term relationship with someone, it's hard to keep a secret identity from their partner. The lying that has to accompany such a decision can eat away at the trust in the relationship until there's nothing left. That doesn't mean many heroes haven't tried to maintain this, especially at the start of a relationship, but if the romance grows, they eventually have to face up to it.

## Dealing With Friends

The friends who super-powered people trust most are usually the ones they had before they got their powers. These are people who cared about them for who they were, not for who (or what) they became. Not everyone has such trusted pals in their lives, but those who do tend to treasure them.

Many heroes with secret identities reveal themselves to their best friends first, if they do so at all. These are the people they trust most and are the most likely to lend support. They're also the people they call on for help first when needed.

Many heroes have only one or two really close friends. Others are part of a tight group of friends who rely on one another.

Of course, not all friends are good friends. Some of them might be jealous of the hero. Others might betray them—sometimes because they believe it's in the hero's best interest.

## Super-Friends

Once a character becomes a super hero, they often wind up working alongside other heroes, and friendships naturally develop. Although many heroes carefully guard their identity, others are willing to take off their mask and relax a bit when among such trusted friends.

Many of the arguments against sharing a secret identity don't hold up when dealing with other heroes who also have secret identities. After all, they understand the kinds of issues the hero faces, and they often have their own secrets to protect. Sharing secrets is a sign that the heroes can trust each other, since they both have just as much to lose.

Some heroes relax only around other heroes. However, this can isolate them from normal folks—the people they're supposedly working to save.

## Generating a Supporting Cast

If players struggle to come up with a supporting cast on their own, they can use these tables to randomly generate one. In most cases, players can use the profile for the Average Civilian (see page 140 of the *Core Rulebook*) for such people. However, they should feel free to tailor each person's profile to fit them better.

### FAMILY

| d616                    | Result                                                                                |
|-------------------------|---------------------------------------------------------------------------------------|
| 4–5                     | You had a troubled childhood and have no contact with your family if you can help it. |
| 6–8                     | Your parents are gone, and other friends or relatives of theirs raised you.           |
| 9–12                    | You have two living parents and 1d6 siblings/children.                                |
| 13–15                   | You live in a house with at least three generations of your family.                   |
| 16–18                   | The people who raised you are frail and depend on you.                                |
| <b>Fantastic result</b> | Roll twice on this table and pick the result you prefer.                              |

### FRIENDS

| d616                    | Result                                                                                  |
|-------------------------|-----------------------------------------------------------------------------------------|
| 4–5                     | You are a loner with few if any friends you can count on.                               |
| 6–8                     | You are part of a circle of 1d6 friends, not all of whom you trust.                     |
| 9–12                    | You have a best friend you've known since childhood, and you're both loyal to the core. |
| 13–15                   | You are part of a tight circle of 1d6 friends you can rely on.                          |
| 16–18                   | The person who knows you best hates you the most.                                       |
| <b>Fantastic result</b> | Roll twice on this table and pick the result you prefer.                                |

### ROMANTIC INTEREST

| d616                    | Result                                                                           |
|-------------------------|----------------------------------------------------------------------------------|
| 4–5                     | You love someone who is already in love with someone else.                       |
| 6–8                     | Your first love broke your heart, and you still haven't recovered from it.       |
| 9–12                    | You are in a committed relationship.                                             |
| 13–15                   | You have casually dated but can't seem (or don't want) to form anything serious. |
| 16–18                   | You have no time for love—at least for now.                                      |
| <b>Fantastic result</b> | Roll twice on this table and pick the result you prefer.                         |



HAPPY BIRTHDAY  
PETER

COFFEE



BEAN



STAFF ONLY



Art by Ruairi Coleman & Fer Sifuentes-Sujo

/10/ NEW RULES



## Juggling the Cast

Players can keep a record of their character's supporting cast and share it with the Narrator, who can help them keep track of everything. However, if there are several players in the game, each with a full supporting cast, this can be a lot for a Narrator to handle. The Narrator shouldn't try to jam in encounters with every member of each hero's supporting cast during every session. Those additional characters are meant to lend context and drama to the story—and even to help the heroes from time to time—but they don't need to be the focus of every adventure. In fact, they don't have to come up at all.

Striking a balance between engaging with the supporting cast and having them become a distraction can be tough. It's better to focus on one or two such characters at a time and rotate through the available ones. Otherwise, they can command more of the heroes' attention than the villains do.

When starting to mix supporting casts into the game, it's best to begin slowly. Try having one member of a single hero's cast get involved in a single game session at a time. Once the players are more comfortable with how cast members work and what they can add to the game, feel free to bring in more until the game reaches a comfortable level that all the players can enjoy.

## PERSONAL RESPONSIBILITIES

While most super-hero adventures are concerned with great responsibilities, it's the duties that strike closer to home that cause many heroes the most concerns. These include things like school, work, family and other obligations.

Most of the time, a character can manage these responsibilities just fine—or at least just barely. But when super-hero adventures call, personal duties can fall to the wayside. Characters can get away with ignoring them for a short while, but the longer they are neglected, the more trouble they can become. This is compounded if the character has a secret identity, as those who are being ignored often can't understand why.

## Going Missing

If a character goes missing for short periods of time in their off-hours, most people aren't likely to notice. This is especially true for an adult living alone—or at least with roommates who aren't inclined to pry. However, if the character goes missing during important events or moments of crisis, people are bound to notice and even to worry.

If a hero has a public identity, most of the people they care about are likely to understand that saving the world—or even just the neighborhood—has to come first. Stopping a mugging is more important than making it to a dinner date on time.

A hero with a secret identity usually struggles more with such things. If they are constantly running late or blowing off appointments, others no longer trust them to keep their promises and get tired of hearing excuses.

## Gone for Long

If the character goes missing for longer than a day or two at a time, their home life can begin to fall apart. If they have a public identity, again, friends and family are more likely

to understand, but even so, having someone disappear for days or weeks on end can cause a lot of worry.

If the character has a secret identity, going missing for a long time can cause great concern. Their friends and family might report their absence to the police. Some might even believe them to have been kidnapped or murdered. When the character returns, explaining what happened and why they were unable to communicate can raise a lot of suspicions.

Hopefully, they don't have pets at home. If they do, they should make arrangements for the animals to be cared for if they don't report in.

## Hero Problems

At the start of an adventure, the Narrator can check to see if personal responsibilities are going to crop up for any of the heroes. Sometimes it's obvious which hero might have problems. If so, the Narrator should simply pick that hero for the check.

When in doubt about who should get the check, the Narrator should assign each hero a number from 2 to 6 and roll a Marvel die to see which hero's supporting cast is demanding attention at the moment. On a Fantastic result (an **M** on the Marvel die), the Narrator should roll again until the number of a hero comes up, then work a relevant supporting cast member into the adventure if possible, putting the person in direct danger.

If there are more than five heroes in the game, the Narrator should distribute the heroes' numbers between two or more checks and roll for both. For example, if there are six heroes in the game, assign three of them 2, 3 and 4 on the first check and assign the others 2, 3 and 4 on a second check.

When a check is rolled for a hero, that player should make a Vigilance vs. TN 10 action check. Apply modifiers to the TN according to the Personal Responsibility Check table below.

At the Narrator's discretion, other modifiers can be added, and some modifiers can be applied multiple times.

### PERSONAL RESPONSIBILITY CHECK

| Tag/Trait       | Modifier |
|-----------------|----------|
| Alien Heritage  | -2       |
| Powerful        | -2       |
| Rich            | -2       |
| Villainous      | -2       |
| Loner           | -1       |
| Famous          | +1       |
| God Heritage    | +1       |
| Heroic          | +1       |
| Hounded         | +1       |
| Obligation      | +1       |
| Poor            | +1       |
| Secret Identity | +1       |
| Dependents      | +2       |
| Hunted          | +2       |
| Young           | +2       |





If the check is a success, nothing happens. The hero's personal life goes smoothly, and there are no problems. On a Fantastic success, things are going so well that they get an edge on their next personal responsibility check. Whatever excuses they have for their behavior seem rock-solid to everyone around them.

If the check is a failure, one of the character's supporting cast makes a demand on their time, and the character loses a point of Karma. They can earn and spend Karma normally, but until they somehow make it up to the person they're disappointing, they lose this point of Karma every day when their Karma resets.

If the check is a Fantastic failure, a member of the character's supporting cast needs them *now*. If the character fails to show up for them, this is bound to cause a major rift in their relationship. This can include breaking up, being grounded or losing their job. It's up to the hero to decide what's more important to them, but most heroes would choose saving others over attending to their personal lives. Most of the time, they can handle those issues later.

Eventually, though, the affected heroes have to deal with the consequences of their actions. If doing so is likely to be a longer encounter, the Narrator should set it up to happen either before or after the main session, or at a break in the action. That way, the other players can watch the affected heroes have their moment in the spotlight for a bit, but they don't have to. Usually, this isn't a problem in a smaller group, as role-playing games are often best when the characters stick together for the entire experience. But in a larger group, it's important to respect everyone's time.

## LONER ADVENTURES

While the *Marvel Multiverse Role-Playing Game* is built for a group of people to play together, you really only need two people for a game: a Narrator and someone to play a hero. This fits well with many Spider-Verse stories, as many spider-powered heroes spend much of their time working alone. Although they might team up to face a stronger villain—or even join a team to face the direst of threats—they like adventuring as loners.

## Loner One-Shots

One-shot games for a lone hero have a number of benefits. It may be fun to play with many people in your game, but it's a lot easier to set up a one-shot between two busy people than it is to set up an ongoing series with more. You have to coordinate only two schedules to make it happen and only for the one date.

Games with a lone hero can also make for a good break from an ongoing series. They're great to run when one player is free—or more committed to playing—but the rest of the group is not. Such games can focus more intensely on that single character and explore stories that might not interest the rest of the group.

When running such a game, the Narrator should take care not to have anything too weighty happen that might affect the ongoing series while the other players aren't around. You can still have exciting and engaging adventures, but try to keep them separate from—or at least only tangential to—the plot for that ongoing series. Then the other players aren't likely to feel left out because they didn't get to take part.

## Loner Series

Running an ongoing game for a lone hero can also be fun, for many of the same reasons. You don't have to coordinate multiple schedules, and you can delve much deeper into the character's story. On top of that, you don't have to worry about interweaving the plot with things that concern other characters.

This is a much larger commitment, of course, so try to be sure that both the Narrator and the player are on board for the long haul. If either of them is not entirely sure they're ready, it's fine to start with a one-shot or a graphic novel before deciding that it's time for an ongoing series.

## Making It Personal

The main thing a Narrator should consider with a loner game of any kind is how to tailor the adventure to make it feel personal. If you're using published adventures rather than coming up with your own, this can be more of a challenge, but it's still quite doable.



Even if the main plot isn't directly related to the character, the Narrator can take time to center the ramifications of the plot on the lone hero and the people closest to them. If Carnage is on a new rampage, for instance, it's sure to mean more to the player if it happens in their own neighborhood rather than another part of New York City or anywhere else in the world. The threat of having their friends or family members attacked is sure to hit closer to home than trying to stop Carnage from killing strangers the character has never met.

The Narrator should be careful not to lean on this tactic too hard, though. Heroes often don't need that additional motivation to stop a villain, and threatening the same people over and over can become monotonous, no matter how much the lone hero cares about them.

## Ranking Up

Games for lone heroes are a great way to help a character gain ranks. If the character happens to be of a lower rank than the rest of the team in the main game, the Narrator can run a few loner adventures to help them reach the same rank as the others.

It's up to the Narrator how quickly they want this process to work. There's nothing stopping a character from simply starting at a higher rank, of course, but if the player wants their character to play through gaining ranks, you should take the time to do it right and have fun with it.

## TEAM-UPS

Spider-Man (Peter Parker) has a long history of teaming up as a pair with other heroes, as do many other spider-powered heroes. Only a few of these pairings last long. Most of the time, they happen when the heroes are thrown together to deal with a common threat or to face a common foe.

As with loner adventures, getting together a game with just two players and a Narrator can be easier to manage. If you're playing one-shots, this requires no long-term commitment, but if the pairing works well, the Narrator and the players can try a graphic novel or ongoing series next.

## Meetings and Beatings

The first time two heroes meet can be a fraught moment. If they're both investigating an incident separately and run into each other, they often assume that the other hero is actually the villain behind the troubles rather than someone who might help.

Many battles between heroes start this way. They often stop only when one of the heroes is defeated or calls a halt to the battle so they can talk.

To emulate this, the first time two heroes meet, they should

each make a Vigilance vs. TN 13 action check. If they succeed, they recognize the possibility that the other character is a hero. On a Fantastic success, they definitely realize that the other character is a hero, and they have an edge on attempts to convince the other hero that they are on the same side.

The Narrator should apply edges and trouble to these checks as appropriate. If the encounter happens on a night-shrouded rooftop, for instance, both heroes should have trouble. If it's the middle of the day and the heroes are both being careful, they should get an edge.

If either hero fails the initial check, they decide that the other hero is potentially hostile. They should treat each other accordingly. If they are cautious, they may be able to work things out in a short—but perhaps tense—conversation. It's not unusual, though, for heroes in this situation to trade blows before they figure things out.

In such cases, the heroes should roll for initiative and commence combat. At the end of each round, any hero who has not realized the truth should make another Vigilance vs. TN 13 action check to see if they figure it out. A hero who was hurt in that round should have trouble on their check. Conversely, if a hero sees the other hero do something heroic, they should get an edge on their check.





## Using Team Maneuvers

While two-hero team-ups don't involve as many characters as a full-sized team, the heroes can still use team maneuvers normally, assuming they start the play session knowing and working with each other. For instance, the heroes might meet and fight in the first play session, but they could start using team maneuvers in the second play session.

This is a big advantage over loner adventures. Solitary heroes don't have access to team maneuvers at all.

## REMOTE ASSISTANCE

Sometimes, heroes have people help them from behind the scenes. This kind of remote assistance is sometimes known as the "man in the chair." A primary example is how Ganke Lee, the roommate of Spider-Man (Miles Morales), often helps his super-powered pal from the relative safety of his keyboard.

The remote assistant can be anyone, depending on the circumstances. The only requirement is that the heroes have a regular means of communicating with the assistant. Wireless earbuds (sometimes known as *comms*) are common for well-connected heroes, but just calling each other on cell phones can be enough.

For a high-powered example, Nick Fury could talk the heroes through an infiltration of a Hydra outpost, feeding them intelligence and suggestions every step of the way. It can be more fun, though, if the remote assistant is a good friend or family member who the hero trusts implicitly, the way Spider-Man trusts Lee.

## Calling on Assistance

The hero can call the remote assistant any time they like. If they arrange things ahead of time, the assistant should be available. However, if they call at a random moment, they might not be so lucky.

Getting a remote assistant to respond is an Ego vs. TN 13 action check. The Narrator should feel free to modify this according to the circumstances. If it's the middle of the night where the remote assistant is, for example, the hero should have trouble on the check. Conversely, if the hero has warned the assistant that they might be called on during a dangerous mission, the hero should have an edge on the check.

## Role-Playing the Assistant

The Narrator should take on the role of the assistant. Even if they don't have a full profile for the assistant, they should know their Ego and Logic. Remember that Rank 1 characters—as many remote assistants tend to be—have a maximum ability score of +4.

When the hero needs help, they can ask the remote assistant questions. If they ask about things the assistant should already know, there is no need to make a check. If Fury helped plan an infiltration, for example, he likely has a map of the facility and can guide them through the place.

However, there's always the possibility that things have changed since the assistant obtained their information. If that happens, the assistant might have to scramble to see if they can find new information right away. The same thing can happen if the hero has a question on anything else. This can be as simple as "Look up the Scorpion and see if he has any weaknesses I can use against him," or it can be as complex as "How can I stop an alien invasion?"

If the information needed is straightforward, the remote assistant can simply give it to the hero. Something they could look up on Wikipedia, for example, shouldn't require a check.

Conversely, there are some things that a remote assistant almost certainly can't help with. If Spider-Man asks Ganke Lee how to stop an alien invasion, Lee is likely to shout back, "How should I know?"

For information that falls between those two extremes, the Narrator sets a TN for an action check. It can be a Logic check to locate or figure out information, or it can be an Ego check to persuade someone to hand over information or resources for the hero or the assistant. Most of the time, the TN should be 13, but the Narrator can raise or lower this as they like.

Sometimes, the Narrator might really want the hero to have the information. If so, it's okay to set the TN low enough to practically guarantee success or to give the assistant another chance at it, as long as they and the hero can figure out another—at least slightly different—way to get what they want.

## Danger Back at Base

If the hero comes to rely on the remote assistant too much, an enemy might try to remove their access to the assistant. This can be as simple as jamming cell-phone signals in the area to cut off communication, but if needed, the enemy could go to the trouble of figuring out the identity or location of the assistant—or both—and threaten or attack them directly.

The chance of this happening is relatively low if the hero is careful, but the more they rely on the assistant, the more likely it is that they'll eventually slip up. Here are some ways this could happen:

- ▶ The hero says the assistant's name out loud.
- ▶ The enemy has the means to track the hero's communications signal back to its source.
- ▶ The enemy goes back later to figure out how someone could have given the hero information or other assistance they should not have had.

If the hero or the assistant leave any clues at all, there's a chance that the assistant can be tracked down.

Every time the hero uses the assistant, make an action check using the lowest Logic between the two of them. The TN starts at 9 and goes up by +1 every time the hero calls on the assistant against the same enemy. On a failure, the enemy learns the assistant's identity or location. On a success, the assistant avoids detection. On a Fantastic success, the TN for this particular enemy is reset back down to 9.

If the foe learns the assistant's name, they can track them down or send them threatening messages. If they learn the assistant's location, they might go there and poke around, looking for the assistant. Or they might charge in and destroy everything there to be sure.

In any case, when something like that happens, the hero should be ready to help their assistant or potentially lose them forever.

## NEW TEAM MANEUVERS

Although Peter Parker often works on his own—like many spider-powered heroes—he also has been part of different team-ups and full-blown teams. To reflect how these groupings work a bit differently than the rest, here are new



choices for team maneuvers to use with them. Feel free to incorporate these as options for player-created teams as well.

These maneuvers are available *in addition to* the standard ones. The team needs to choose one before they begin an adventure, just like they usually do, making sure that they meet the level requirements. These new maneuvers simply give them extra choices. When selecting one of these maneuvers, players should list its name in the notes section of their character sheet.

## The Avengers

### Once an Avenger (Offensive, Level 2)

The team can call on Captain America (Steve Rogers) to help them for the rest of this fight. He's just passing through on a more pressing mission and must leave immediately afterward. (This maneuver can be used only once per adventure.)

## The Champions

### Reaction Speed (Offensive, Level 2)

Each team member gets an additional reaction this turn.

## Clones Team-Up

### No, You're the Clone (Defensive, Level 2)

The teammates reveal that they're not who they appear to be. They're each other instead! Any of them directly involved in this battle can instantly swap physical places with the others, revealing that this is where they've actually been the entire time. Anyone attacking heroes who make such revelations has trouble this round due to the momentary confusion about who's who. (This maneuver can only be used by clones of the same person, or a person and their clone.)

## Daredevil Team-Up

### Neighborhood Heroes (Offensive, Level 1)

Each team member doubles their Swingline Speed this round.

## Deadpool Team-Up

### Very Funny (Offensive, Level 2)

Each team member gets the Wisecracker power for this entire battle. If a team member already has the power, they can use it with an action instead of a reaction.

## The Fantastic Four

### The World's Greatest (Rally, Level 2)

The First Family of the Age of Heroes is beloved by (almost) all. Each team member has an edge on any Ego checks made to influence people for the rest of this battle.

## Human Torch Team-Up

### Haul Them In (Offensive, Level 2)

The heroes use team tactics to try to herd their opponents into the range of their teammates' powers. At the start of their turn this round, each member of the team can pick a single foe and move them up to 5 spaces in any direction.

## The Spider-Army

### Summon Spider-Help (Offensive, Level 2)

The team can call on a single absent member of the Spider-Army to help them for the rest of this battle. The rank of the summoned hero must be equal to or less than the number

of members on the team. Sadly, this helper has pressing business elsewhere and must leave immediately afterward. (This maneuver can be used only once per adventure.)

## The Spider-Society

### Summon a Spider-Leader (Level 2)

The team can call on Araña, Madame Web or Spider-Man 2099 to help them for the rest of this battle. Sadly, this helper has pressing business elsewhere and must leave immediately afterward. (This maneuver can be used only once per adventure.)

## Symbiotes Team-Up

### Hive-Minding (Offensive, Level 2)

Each team member with a symbiote can copy a power from another team member with a symbiote once during the rest of this battle.

## The Web-Warriors

### Life and Destiny (Defensive, Level 2)

This maneuver can be used only right after initiative rolls are made. Each team member can use the Danger Sense power—which allows them to act during the bonus round—even if they don't normally have it. (This maneuver can be used only once per adventure.)

## VILLAIN TEAMS

As noted in the *Core Rulebook*, teams of super villains can use team maneuvers too. Here are a number of new team maneuvers that are intended for particular teams of villains.

## The Inheritors

### Feeding Time (Offensive, Level 3)

All uses of the Leech Life power in this round (by characters who have that power) cost 0 Focus, and any successes with it automatically count as Fantastic successes.

## Klyntar Hive Mind

### Better Together (Rally, Level 2)

For the remainder of this battle, things that would trigger a reaction from any teammate with a symbiote can be responded to with an appropriate reaction by any other teammate with a symbiote. In any case, ranges for such reactions are figured from the responding teammate.

## The Maggia

### Our Thing (Offensive, Level 1)

Another 1d6 Maggia henchmen arrive to join the fight.

## The Sinister Six

### All Together Now! (Offensive, Level 1)

For the rest of the battle, all team members can act on the initiative number of the team member with the highest initiative. (This does not allow a hero to take part in a bonus round if they didn't get a Fantastic success on the initiative roll.)

## The Sinister Squadron

### Mirror Mirror (Offensive, Level 2)

The team can summon a character from another universe who is an exact duplicate of a foe with the Heroic tag—but





who has the Villainous tag instead—to help them for the rest of this fight. The character to be mirrored must be of a rank equal to or less than the highest-ranked member of the team. The summoned character is just passing through and must leave immediately afterward. (This maneuver can be used only once per adventure. Giving the villainous copy a beard is entirely optional.)

## **GREAT RESPONSIBILITIES**

As the famous saying goes, “With great power there must also come great responsibility.” A hero’s job is not just stopping villains but also preventing others from coming to harm. A big part of that is trying to keep any collateral damage from happening, especially to innocent bystanders.

Narrators should often incorporate such possibilities into the adventure. This helps raise the stakes, as now the heroes not only have to stop the villains but must protect other people while doing so.

Below are descriptions of suggested perils that might be added to an adventure, along with notes about how to handle them during play. It’s hard to account for every possible situation and the powers that any hero could bring to bear, but these examples can serve as a starting point.

### **Innocent Bystanders**

Many villains aren’t concerned about harming innocent people. In fact, for some of them, it’s a bonus. The sound of people screaming and fleeing makes them feel powerful. If someone gets hurt accidentally, all the better.

To simulate this kind of chaos in a game, the Narrator can place Average Civilians (see page 140 in the *Core Rulebook*) in appropriate areas and have the heroes try to work around them. From the heroes’ point of view, this is less than ideal, but the villains might not mind at all.

Whenever a careless villain attacks a hero under such circumstances and gets a Fantastic failure, their attack misses its target but hits an innocent bystander. If there are multiple possible targets, the Narrator should pick the one closest to the hero who was being attacked. In case of ties, pick one at random.

At the end of a round in which any civilians are knocked out or killed who a hero could have reached on their turn, that hero should lose 1 point of Karma. In addition, if this happens to a character who has both the Heroic trait and the Berserker trait, they should also make an Ego vs. TN 13 action check to see if they go berserk over the harm done to civilians. Add +1 to the TN for each additional civilian harmed after the first civilian.

Conversely, when a hero saves any similarly endangered civilians on their turn, they should gain 1 point of Karma that round. This can help balance out any Karma loss from witnessing harm done to civilians.

If the Narrator likes, they can roll initiative for the civilians as a group. Alternatively, it’s often simpler to have the civilians move last in the turn order instead.

If there’s an obvious exit from the location, the civilians who are outside a villain’s reach run for it the moment trouble starts. If a civilian is within a villain’s reach and cannot get to safety in a single turn, they either cower in place or look for something to hide behind.

If there are enough extra heroes, some of them can help endangered civilians to safety. To do so, a hero must grab a civilian and carry them away. If the characters are known to the public as heroes (usually such people have the Heroic



tag and are in costume), the civilians welcome the help, and the hero doesn't have to roll to grab one. However, if a civilian has a reason to fear the hero is dangerous—or, at least, more dangerous than whatever the hero is trying to rescue them from—the hero must make a standard Melee action check vs. their Melee defense to grab them.

## Taunting the Villains

If it's too hard to move all the civilians out of the battlefield, clever heroes might try to move the battlefield away from the civilians. If the villains are pursuing the heroes, the heroes can draw the fight away to someplace safe.

A common tactic for heroes trying to save innocent bystanders is to keep the villains so busy that they can't focus on other people. This can involve attacking them, mocking them or luring them away from the area. For this, there is a new standard reaction: Taunt.

### Taunt

**Trigger:** The character inflicts Health or Focus damage on a foe. The character then uses their reaction to taunt that foe.

**Effect:** The foe must make an Ego check against a TN equal to the damage the character did to them. If the character is the foe's Enemy (named in the Enemy tag), the foe has trouble on this check. If the foe fails the check, they must use their next standard action to pursue and/or attack the character if they can. If the foe's check succeeds, they ignore the character's taunt. On a Fantastic success, that character cannot try to taunt them for the remainder of the battle.

**Example:** Spider-Man (Peter Parker) punches Kraven the Hunter and does 15 points of Health damage. Spider-Man then uses his reaction to taunt Kraven. The villain makes an Ego vs. TN 15 action check, and he gets a 14. He's going after Spider-Man for sure!

After getting a villain to focus on them, a clever hero often flees the scene, hoping the villain will follow. That way, they can move the fight to someplace relatively unoccupied—like an abandoned building or an empty park—and prevent innocents from being harmed.

Sometimes, it's enough to move the fight into the air, far away from most civilians. Even then, though, the heroes have to be careful that debris doesn't rain down on rubbernecks below or that a stray shot doesn't harm an innocent watching from a nearby skyscraper.

## Rescuing Hostages

When things turn against them, many villains aren't above threatening innocent people to ensure their own freedom. This can take many forms, although the most common is grabbing a bystander and threatening to kill them if the heroes refuse to back off.

This kind of hostage-taking brinkmanship can get complicated if there are several heroes and villains involved, but the *Core Rulebook* covers how to handle such situations under "Reserving an Action" on page 29. Heroes should do

whatever they can to save hostages, but they should also remember that they cannot trust many villains to keep their word if the heroes give in to their demands.

Some villains cut straight to endangering civilians to keep the heroes occupied. They might, for instance, throw someone off a bridge or destroy the brakes on a moving train. Such things are likely to keep the heroes focused on saving people while the villains get away.

Other villains aren't so eager to leave. They sometimes attack heroes who are trying to rescue innocents, forcing the heroes to choose between saving these hapless victims or defending themselves. If a villain attacks a hero who is carrying a civilian, the villain gets an edge on the attack.

## Saving Someone Who Is Falling

If a hero wants to save someone who is falling, the first thing to figure out is whether it's possible. According to the rules, a person doesn't start falling until the end of their movement action. In the case of an Average Civilian, this often means it happens at the end of the round, after all the other characters have had their turns.





A civilian who is about to fall can hold their turn, delaying their fall. But they can't do so for more than a full round before they start falling. Also, once they start falling, they cannot hold their turn.

During that held turn, heroes have a chance to save the civilian. They need to reach them and grab them before they fall. This represents the hero noticing that the civilian is about to topple to their doom and catching them before they do so.

If a character holds their turn to delay a fall, roll 1d6. The result is the number of spaces they fall, even if they are caught. If this would cause them to hit the ground, the rescuer grabs them at the last instant instead.

If a character is already falling, it might not be too late to save them. It depends on how high they were at the start of the fall. They fall at a rate of 100 spaces each turn. If a hero can reach them before they hit the ground, the hero can grab them and save them.

Note that the rescuer can fall at the same rate as the person they're trying to save, and they can add their Flight, Glide or Swingline Speed on top of that. They can even use teleportation powers to reach the target person.

If the character has the Webgrabbing power, they can use it to try to grab the target. Webgrabbing has a range of 10 spaces. Between 10 and 20 spaces away, it can be used with trouble.

Elemental Grab could also be used to grab a target—though, of course, the character shouldn't try to catch the faller with something that could hurt them (like fire). Elemental Grab's range is 5 spaces times the character's rank. Telekinetic Grab works much the same way.

As Spider-Man (Peter Parker) once found out in the worst way, it's not always enough to stop someone from falling. The rescuer has to cushion the catch. If the target has started falling, the rescuer must make an Agility vs. TN 13 action check to catch them. On a failure, the target character is caught but still takes half the damage from the fall.

Alternatively, if a character with the Webtrapping power can get below (or already is below) the falling character, they might be able to fill an area with enough webbing to catch the falling character. This requires finding an area well off the ground (at least half the distance fallen, up to a maximum of 10 spaces) where the hero can anchor the webs and spread them beneath the faller.

## Dealing With a Bomb

Sometimes, a villain might set a bomb, and a hero might want to defuse it, destroy it or otherwise dispose of it. The strength of the bomb can range from that of a frag grenade to that of a thermonuclear warhead.

The damage an explosive can do is described not as a bonus (like with most weapons), but as a flat damage multiplier. A frag grenade, for instance, does dMarvel×2 damage, while a more substantial bomb might do dMarvel×4 damage or higher.

A character can throw themselves on a smaller explosive, like a grenade, in an attempt to protect others from it. This requires an Agility vs. TN 10 action check, and the character automatically takes the maximum damage from the explosion. Treat this as if the damage roll is a Fantastic success. Particularly tough characters can shrug off such effects, but this would kill most civilians.

Another option is to move the bomb a safe distance away. The character can grab it and hurl it away or—if the bomb

is too big for that—carry it away instead. They could also simply teleport it away if they have the Teleport Object, Teleport Other or Teleport Together powers. The new Telespot power could also work on an explosive that's small enough.

Being forced to carry the bomb away means the hero might be there when it goes off, which may involve them making the ultimate sacrifice to save others. But with luck and planning, they might be able to escape such consequences.

A character with the Webgrabbing power can use it as a reaction to try to grab a thrown explosive and hurl it to an unoccupied space. The TN for this attempt is the result of the Agility check the attacker used to throw the explosive, modified for the size of the explosive (as shown on the Objects & Sizes table on page 39 of the Core Rulebook).

**Example:** The Green Goblin throws a pumpkin bomb, and Spider-Man (Peter Parker) tries to grab it. The Goblin rolls d616 and gets 235, for a total of 10. Adding his Agility of 5 gives him a final total of 15. Spider-Man's defense score is 19, so the bomb misses him, but he wants to grab it and throw it away. The TN for Spider-Man's check is 15 (the Goblin's total). He rolls and gets 544, for a total of 13. Adding his Agility of 7 gives a final total of 20. He grabs the pumpkin bomb and can hurl it away to an unoccupied space.

If successful, the character grabs the explosive in midair and can hurl it away. On a Fantastic success, the character can throw the explosive right back at the original attacker.

A character can also use a weapon to try to shoot or knock the explosive away in the same manner. Weapons are normally designed to damage rather than grab, though. If the character hits an explosive with an attack, it deflects the explosive 1d6 spaces away to the right or left of the target (the attacker's choice). Hopefully that's enough!

If the bomb can't be moved, the hero might try to defuse it instead. This requires them to make a non-combat Logic vs. the bomb's TN action check. If the bomb is a simple device, the TN is 10. If a villain designed it to be more complex, the Narrator should assign it a TN. Alternatively, roll 1d6+8 to give the bomb a random TN.

**Example:** The heroes run across a bomb fashioned by the Tinkerer. The Narrator rolls 1d6 and gets a 4, for a total of 7. They add +8 for a grand total of 12. The TN to defuse the bomb is 12.

If a character attempts to defuse a bomb and fails, it goes off. If they get a Fantastic failure, they can dive away at the last instant—moving up to their movement speed—to get away or get behind any available cover.

On a success, the bomb is defused. On a Fantastic success, the bomb is utterly destroyed.

Note that once an explosive is triggered or armed—like a thrown grenade or a fired bazooka—it is nearly impossible to defuse it. There's not enough time.

### EXPLOSIVES DETAILS

| Explosive     | Size    | Damage | Defuse |
|---------------|---------|--------|--------|
| Grenade       | Tiny    | ×2     | —      |
| Suitcase bomb | Small   | ×4     | TN 12  |
| Bazooka       | Average | ×5     | —      |
| Truck bomb    | Huge    | ×7     | TN 14  |



## Entering a Burning Building

Heroes don't just fight crime. They also work to save people from other disasters, like a fire in a building. Often, by the time a hero reaches a burning building, the place is entirely ablaze, and there are few if any options for extinguishing the fire. Instead, they must enter the building to rescue anyone still inside.

To track time in such a fraught and dangerous situation, the heroes should all make an initiative check to enter combat. At the end of each round that the characters are in a burning building, the Narrator makes a single action check and compares it against each character's Resilience defense. On a success against a character, the Narrator applies a damage multiplier of  $\times 2$ . On a Fantastic success, something in the building collapses or explodes, and the damage doubles and sets the affected characters ablaze.

**Example:** Spider-Man (Peter Parker) swings into a brownstone that's ablaze, entering combat. He rolls a 14 on his initiative check, although since he's not fighting anyone else, the number may not be important. At the end of the round, the Narrator makes an action check and gets 3 **5** 5, for a total of 13. This equals Spider-Man's Resilience defense of 13, so he takes 10 points of damage.

Narrators can add bonuses to the action check for especially horrible fires. A building that's engulfed in flames could add +3 to the check, and a building that's on the brink of collapse could add +5 instead. This bonus applies to the damage inflicted as well as to the check.

**Example:** The fire gets worse, and soon, the entire building is filled with flames. The Narrator makes an action check and adds +2 to it. The roll is 1 **M** 6, for a total of  $13+2=15$ . This is enough to affect Spider-Man again. Since it's a Fantastic success, a section of the building collapses. The damage is 6 (for the Marvel die)  $\times 2$  for 12 points of damage. The Narrator adds +2 for the fire bonus, equaling 14. Because it's a Fantastic success, the total is doubled to 28 points of damage to Spider-Man, and he is set ablaze.

## HERO REPUTATION

Many super heroes have to deal with how the public feels about them, a subject that is often inflamed by mass media bent on casting them as a masked menace. This affects the kind of response the hero receives when operating in public, as well as the reactions they get from people on the street.

This is akin to how people feel about large groups of heroes, like the Inhumans or mutants in general, but it's

much more targeted and personal. It's hard to work against a sustained media campaign determined to cast a character as a villain, but sometimes, heroes have no choice.

## Hero Reputation Effects

This is an optional system that Narrators can use in a game or ignore entirely. It comes into play when a character interacts with someone who does not know them personally and usually only when the character has an established reputation in the media. This applies to each character individually.

There are five levels to how the public feels about a hero, as shown on the Hero Reputation table. When a character makes an Ego check to influence or persuade another person, apply the trouble or edges listed.

Note that characters with the Weird Science origin—which includes most characters with Spider-Powers—have the Weird trait too. This causes them to add another edge with people inclined to like them and another trouble with people inclined to dislike them.

**Example:** Spider-Man (Peter Parker) is swinging through a neighborhood on patrol, and a group of teens hanging out on their fire escape spots him. He gives them a friendly wave. The Narrator asks for an Ego check against the Ego defense of the most popular teen, and they rule that Spider-Man has trouble because he is feared.

The player rolls and gets 3 **M** 4. Spider-Man has an Ego of 0, so that doesn't figure into it. That gives him a total of 13 against the lead teen's Ego defense of 10. Normally, this would be a Fantastic success, but since Spider-Man is feared and has trouble on the check, the player has to reroll the M. They get a 3 this time, which gives them a new total of 10.

That's still enough for Spider-Man to succeed. However, the hero also has the trait Weird. This gives him trouble when dealing with someone inclined to dislike him, so he has to reroll the highest die again. He rerolls the 4 and gets a 3. That gives him a new total of 9, which is a failure. The teens stand up and start jeering at him as he swings by.

Reputation effects apply only if the person to be persuaded has heard of the character before and can recognize them.

**Example:** Peter Parker has taken on a number of alternate identities in the past, such as Prodigy, Hornet, Ricochet or Dusk. When Parker is using one of these identities—which has no publicly known connection to Spider-Man—he has a fresh start on that hero's reputation. Even if Spider-Man is hated at the time, Prodigy, for instance, might be liked.

### HERO REPUTATION

| Reputation | Effect                                                                                                                  | Ego Check Effect |
|------------|-------------------------------------------------------------------------------------------------------------------------|------------------|
| Beloved    | People cheer when the character arrives. They ask for autographs. They tell them their money is no good here.           | Double edge      |
| Liked      | People smile when the character arrives. They feel safer having them around.                                            | Edge             |
| Neutral    | No effect.                                                                                                              | No effect        |
| Feared     | People cross the street to avoid the character. They try to never be alone with them.                                   | Trouble          |
| Hated      | People distrust the character. Given a chance, they might even attack the hero if they think they can get away with it. | Double trouble   |





### Changing Hero Reputation

As Spider-Man, Peter Parker has put up with hostile media coverage from nearly the first moment he put on his mask. As editor of the *Daily Bugle*, J. Jonah Jameson led this charge, casting Spider-Man as a masked menace for many years, all to tear down the hero and sell newspapers. Jameson's relationship with Spider-Man has changed dramatically over the years, but other news outlets have stepped into the vacuum he left behind when he stopped unfairly hassling the hero.

In the course of a game, it's difficult for a character to affect the way the public feels about them. Even if they do something heroic, the world has to learn about it. This is usually something that happens after an adventure rather than in the middle of it.

After the end of an adventure, the Narrator should consider two things. First, is news of what happened likely to get out? Second, if it does, what is the likely effect of that news?

With that in mind, the Narrator can alter the hero's reputation to suit the moment. For instance, if the hero helped save the world in an incident that is broadcast live around the globe, their reputation might increase by two steps, from (for instance) feared to liked.

Remember, though, that reputations are based not on facts but on appearances. If a hero saves the world but circumstances make it appear that they threatened innocent lives, their reputation could plummet instead.

### BAD KARMA

Luck can be both good and bad, and the luck that Parker and many other spider-powered heroes have tends to swing even faster than they do on the ends of their webs. It can help them take on the strongest foes, but it can come back to hobble them at the worst moments.

Characters with the Weird trait can spend more than 1 point of Karma on a single action check. After they have spent all their Karma, they can also spend Karma points that they do not have, up to as many as their rank in a single day. However, the edges these expenditures grant do not come free.

Every time a character spends an extra point of Karma on an action check or borrows a point of Karma they do not have, they incur a bad-luck debt that is bound to backfire on them spectacularly at some point in the future. This is called Bad Karma.

Any time a character with Bad Karma rolls a Fantastic failure on an action check, the action not only fails, but it deals the character Focus damage as if it was targeting them instead.

If a character with Bad Karma makes use of a power that has Tech Reliance, the Narrator should roll a Marvel die. If it comes up an **M**, that power fails and can't be used again until the tech is repaired. In the middle of a battle, this requires using a standard action and making a successful



Logic vs. TN 13 action check. Outside of battle, the hero can fix the problem in a minute without having to make a check.

**Example:** The Vulture hauls Spider-Man (Peter Parker) high into the sky over Manhattan and kicks him free to fall to his death. The hero tries to use his Webgliding power to glide to a safe landing on a nearby skyscraper. However, the Narrator rolls a Marvel die to check what happens, and it comes up as an **M**. The Narrator announces that Spider-Man's web-shooters suddenly run out of webfluid at that moment.

Each time a repercussion like this happens, the character loses 1 point of their accumulated Bad Karma. If they earn more Karma while they have Bad Karma, they must use it to pay off the Bad Karma, at a rate of 1 point each. This is true even for Karma they gain when their Karma resets at the start of a new day.

## CLONES

Spider-Man (Peter Parker) has been dealing with clones of himself and his friends for years. It started back when Professor Miles Warren—one of Parker's instructors at Empire State University—cloned both Parker and Gwen Stacy, and it has plagued the hero ever since.

### Kinds of Clones

There are a number of different cloning processes. In general, the process requires a sample of genetic material from the person to be cloned. This sample is then grown into a replica of the original person, minus any modifications that might

have been made to them over the years, even things like scars or tattoos.

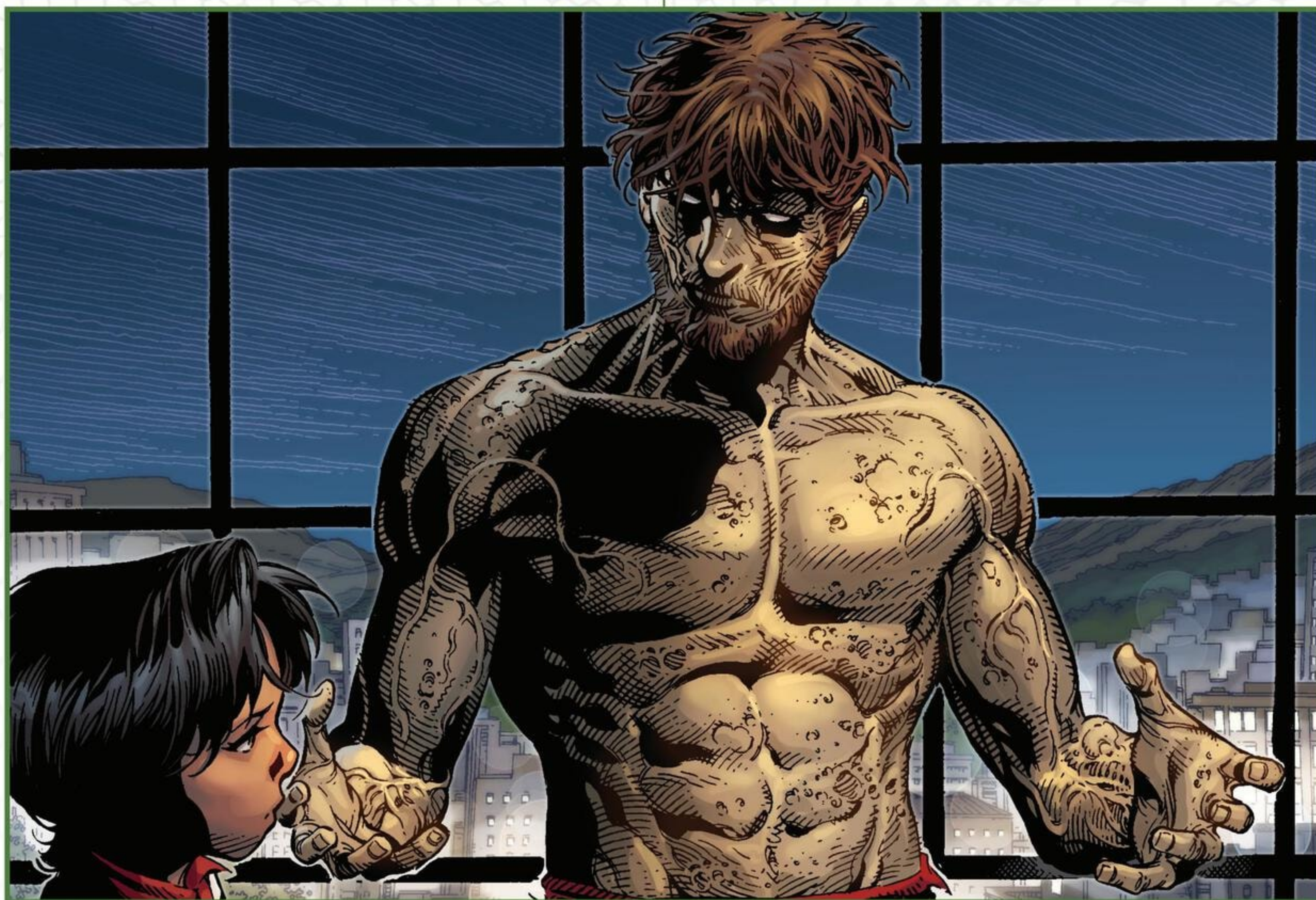
Some clones are birthed like regular babies and then raised like any other child. Although they have the same genetic potential of the original version, the environmental differences in their upbringing can play a large role in how they differ.

Other clones are grown—possibly in an accelerated manner—in an artificial womb or vat. They are often brought up to the same age as their donor and then have the donor's memories implanted in them. When they emerge from the vat, they often believe themselves to be the original person who was somehow knocked out and put into a vat to heal from an unknown disease or injury. Sometimes, their memories of this emergence are erased, giving them no clue as to their actual origin.

Such clones often have scars, tattoos, surgeries or implants done to them, so they appear to be identical to the original, right down to their DNA. Only advanced genetic testing can tell the clone apart from the original.

### Clone Stability

On Krakoa, the X-Men used a process that warped reality to ensure that when they resurrected mutants in cloned bodies, the clones were perfect replacements of the original person. However, purely scientific methods of cloning often wind up creating clones that aren't stable. Kaine is an excellent example of this, although most of Warren's early clones after Kaine were more stable.



Art by Jim Cheung, John Dell & Justin Ponsor



Without medical intervention, these unstable clones start to break down after a certain point, decaying at the cellular level. Those who do not find treatment are doomed to become little more than piles of dust.

In his time as the new Jackal, Ben Reilly managed to come up with a cloning method that used material from a dead body rather than a sample from a living person. This allowed the clone to remember everything up to the moment of their death. However, it also required the clone to take a pill at least once a day or begin to suffer from cellular breakdown. Those who broke down succumbed to a lethal version of the Carrion Virus and became contagious even to people who were not clones.

## The Carrion Virus

The Jackal (Miles Warren) created and used what would eventually be known as the Carrion Virus as a core part of his process for creating clones. It was meant to rewrite the subject's DNA, but it also destabilized their DNA, causing them to begin to decay, as if becoming a living corpse.

The virus originally had to be injected into the subject, but later strains—particularly the one created by Ben Reilly in his time as the new Jackal—were incredibly infective and could be transmitted easily.

Clones created using the New U strain of the Carrion Virus (the technique perfected by Reilly) are relatively stable, as long as they take a stabilization pill once per day. If such a clone fails to take this pill, they begin to show signs of decay:

- ▶ Their skin turns pallid and begins to flake away.
- ▶ They become gaunt.
- ▶ They smell of rot.

Each hour the clone is late taking their daily pill, they must make a Resilience vs. TN 13 action check. If they fail it, multiply that roll's Marvel die by the character's rank. That's how much Health damage they take.

**Example:** Spider-Man (Peter Parker) is infected with the Carrion Virus. He makes a Resilience check and rolls 3 & 2. Adding his Resilience of 3 gives him a total of 12, which fails the roll. Spider-Man is Rank 4, so he takes 16 points of Health damage.

This damage cannot be healed by normal means, although healing powers can affect it, and it can be entirely removed by the Cure-All power. Other cures may work at the Narrator's discretion.

If the infected character takes one of the stabilizing pills at any point, they begin to heal normally.

Once a clone starts to decay, they begin shedding the Carrion Virus and are contagious, even to non-clones. See the Infected condition on page 137 for details on transmission of the virus.

Once a normal person is infected, they suffer from the virus just like a clone would.

The virus can be neutralized by the application of a loud sound at a particular frequency. However, if cured in this way, a clone begins to decay rapidly. They must make a Resilience check every minute rather than every hour.

## Playing With Clones

If a clone is stable, they function just like a regular person. They are often identical to the original, but they can have some differences, at the Narrator's or player's discretion.

If the clone is one of the New U clones, they must have access to medication that keeps them stable. If they go more than 24 hours without their medication, they begin to break down. They start to look ashen, their skin begins to flake and they have trouble on all Melee and Agility checks.

At the start of every hour a New U clone is overdue for their medication, they must make a Resilience action check vs. a TN of 8 plus 1 for each hour over. If they fail, they fall to dust. If they succeed, they hold off such a fate for the moment. If they get a Fantastic success, they no longer have trouble on Melee and Agility checks until they make their next Resilience check to remain stable.

When such a clone is overdue, they are contagious. This is an airborne contagion, and it can affect anyone, even people who are not clones.

## Detecting a Clone

It can be hard to tell a clone from the original, especially if they have the same memories. Some clones know they are clones and share that fact with people they trust, but even these clones sometimes lie to confuse people.

Some clones are unaware they are clones and remain utterly convinced they are the original. Unless they have access to a high-end testing lab, they have no way of knowing for sure.

A character with the Lab Access tag and a genetic sample from a subject can run a test to see if the subject is a clone. Unstable clones show signs of cellular decay, even when being treated, so detecting their status is a Logic vs. TN 10 action check.

Detecting whether someone is a stable clone as opposed to an original person is much harder. This requires a Logic vs. TN 18 action check.

In both cases, a failed Logic check doesn't give a false result. The test simply comes back as inconclusive.

## Spider-Sensing Clones

A character with the Spider-Sense power can't use it to detect danger coming from a clone of themselves. Nor can the clone use their Spider-Sense power to detect the original or any other clone of the original.

The reason for this is that Spider-Sense interprets people with identical DNA as the same person and thus not a threat. This presumably would work the same way with identical multiples (twins, triplets, etc.) as well.

As such, the character does not gain an edge on Vigilance checks to perceive danger from someone with the same DNA. Nor do such clones have trouble on Agility checks against the character's Vigilance defense.

## SYMBIOTES

Symbiotes are inorganic creatures who bond parasitically with other sentient species. They were originally part of a hive mind under the control of Knull, the King in Black, but those who broke free of his influence created an independent society, calling themselves the Klyntar.

There are two general types of symbiotes. The first are the generic kind that come directly from the world also known as Klyntar. After the invasion by the King in Black, there are some of these still hiding on Earth, many living quiet lives with their human hosts.



The second kind are the Venom symbiote and its descendants. There are a limited number of these on Earth, but the heroes could always find another that hasn't been discovered yet.

See the New Origins section later in this chapter for more details on how this affects characters who have symbiotes.

## Role-Playing a Symbiote

As mentioned in Chapter 9: Symbiotes, the default assumption is that a player who has a symbiote character is playing the host, while the Narrator has control over the symbiote. The two can speak to each other telepathically in the host's head, or they can speak out loud to let everyone else around hear them. The players should make clear which is the case at any given time.

Although the Narrator can hand over control of the symbiote character to the host's player at any point, they should do so only when the goals of both the host and the symbiote are aligned. The symbiote is ultimately in the Narrator's hands, and they can take back control of the symbiote at any point.

Sometimes, the host and the symbiote don't agree on how to handle things. Most of the time, they should be able to sort it out through a conversation, but every now and then, things can get heated. When that happens, the host should make an Ego vs. TN 13 action check. On a success, the host gets their way. On a failure, the symbiote gets their way. On a Fantastic success, the symbiote stops arguing for 24 hours (at least).

## Symbiote Powers

Symbiotes have the following powers that work only on someone to whom they are bonded:

- ▶ Command
- ▶ Cure-All
- ▶ Edit Memory
- ▶ Memory Blip
- ▶ Orders
- ▶ Telepathic Link
- ▶ Telepathic Possession

Assume the symbiote's Logic and Ego are equal to that of their host. When a host is asleep, they are considered to have 0 Focus with respect to their bonded symbiote, allowing the symbiote to use many powers on the host that would normally require the target to be at 0 Focus.

Some symbiotes take over their host whenever they can, but they are sneaky about it, especially at the start, before the host might even know what's happening. When the Venom symbiote first bonded with Spider-Man (Peter Parker), it didn't let Parker know it was anything more than a high-tech costume. Instead, it waited until he was asleep and then took his body out for a ride by using Telepathic Possession on him.

If everything goes well with such a possession, the symbiote returns the host to their bed before they wake up, and the host never realizes anything unusual happened. However, the host hasn't gotten any proper rest, so they are considered exhausted, just as if they had been awake the entire time.

Symbiotes have also been known to edit their host's memories or even falsify memories. This is often easier than trying to win an argument with a stubborn host.

## Anti-Venom

The original Anti-Venom hybrid was created when Mister Negative used his powers to cure Eddie Brock's cancer. This also transformed the remnants of the Venom symbiote in Brock's white blood cells into a new reverse-colored symbiote that could burn the Venom symbiote with its touch. Since then, an Anti-Venom serum (also known as Astrobiological serum) has been synthesized in laboratories as well.

Anti-Venom (whether in symbiote or serum form) serves as Anathema to all symbiotes other than Anti-Venom symbiotes.

## The Bonds That Tie

If an unbonded symbiote grabs a character, it can force a bonding with the character. To do so, it first needs the character to be unconscious, either by force or natural means. It then envelops the host and begins using its host-specific powers on them.

Even when bonding with a host for a mere instant, a symbiote writes its codex into the host's cells, connecting them forever. If a character has a codex, they cannot use the Spider-Sense power to sense the symbiote that wrote that codex into them or to sense any of that symbiote's offspring. See the Symbiotic Spider-Blinder trait on page 139 for details.

Fully bonding with a host requires the symbiote to be attached to the host for at least 48 hours. After that time, the host can voluntarily submit to being permanently bonded.

Fully bonding with a symbiote makes it harder to remove it. After a year of being bonded, the host's codex is also written into any hive mind the symbiote is connected to.

## Removing a Symbiote

Hosts and symbiotes can part at will, but symbiotes are often reluctant to let this happen. They know all too well that once they're separated from a host, they might not be able to get back to them again. If given a good enough reason, though, most symbiotes can tolerate a temporary parting.

Sometimes, a host wants to remove a symbiote, but it isn't willing to leave. The only way to force the removal is to subject the character to the symbiote's Anathema.

When this happens, the symbiote must make a Resilience vs. TN 13 action check. If they are fully bonded with the host, they get an edge on the check. A symbiote's standard Resilience is 0, and the Narrator makes the roll. If it succeeds, the symbiote remains attached to the host. If it fails, the host tears the symbiote off, removing it. Either way, the bonded character still takes damage from the Anathema, as normal.

If the character is attacked by someone else in this way and wants to keep the symbiote attached, it works in a similar manner. However, the player makes the roll, and they can use the higher of the character's Resilience or the symbiote's Resilience for the check.

A symbiote that has been removed from a host by its Anathema is reduced to 0 Health. Although symbiotes prefer being bonded to a host, they can survive on their own. See the Symbiote (Unbonded) profile on page 239 for an example of an unbonded symbiote.



## Unbonded Symbiotes

If an unbonded symbiote is reduced to 0 Health or Focus, instead of becoming unconscious, it becomes *formless*. It loses control over its shape and pools up like liquid. It can still ooze away in this state, but it can't use any standard actions or reactions. Once it recovers to at least 1 Health and 1 Focus, it returns to its regular state.

If an unbonded symbiote loses Health or Focus to the point that would kill it, it becomes *inert* instead. It can't use actions or reactions of any kind or do anything else. It can recover Health and Focus normally, but it remains in this state until it recovers to at least 1 Health and 1 Focus. At that point, it returns to its regular state.

If an unbonded symbiote is reduced to being inert (or past that point) by its Anathema, it is killed.

## Symbiote Reproduction

Mature symbiotes reproduce asexually at times of impending crisis. A small bit of their matter buds off them and matures into an independent symbiote.

On Klyntar, symbiotes were seen to hatch from eggs. This was likely because doom rarely came to the planet, so the symbiotes would asexually produce an egg, giving the new symbiote plenty of protection in its shell until it was ready to hatch.

When a symbiote attached to a host reproduces, the new symbiote grows inside the parent and is expelled when it's ready. At that point, the symbiote can grow quickly and bond with a new host on its own.

## Adding a Symbiote

A symbiote can bond with a character in the course of play. When this happens, the character gains the Extraordinary Origin trait. They also gain the following powers:

- ▶ Disguise
- ▶ Environmental Protection
- ▶ Healing Factor
- ▶ Mighty 1

If the character bonds with a symbiote that was under the influence of Knull—as with the Symbiote: Knull origin—they must take the traits Anathema: Lightning/Anti-Venom and Berserker.

If the character bonds with a brand-new descendant of Venom—as with the Symbiote: Venom origin—they also must take the powers Webcasting and Wallcrawling, the traits Anathema: Extreme Heat/Extreme Sonics/Anti-Venom and Berserker and the new trait Symbiotic Spider-Blinder.

As with adding any origin, the traits and tags are gained for free, but the powers are not. To account for the powers, the character must rise to a rank that would be able to have the new number of powers, and these listed powers must be picked first for the ranks that the character gained.

In all cases, the maximum rank is 6. If the character has more powers than they could have at Rank 6, they must keep the powers granted by the symbiote and remove some of their other powers to accommodate the gain.

If the character already has the Mighty power, they gain 1 more level in that power, up to a maximum of Mighty 4.

If the character already has some of the powers granted by the symbiote, these do not count toward forcing a rise in rank. For example, if Spider-Man (Peter Parker) bonds with Venom, he does not have to account for the Webcasting and Wallcrawling powers. Because of this, he only rises 1 rank instead of 2.

## Symbiote Emotions

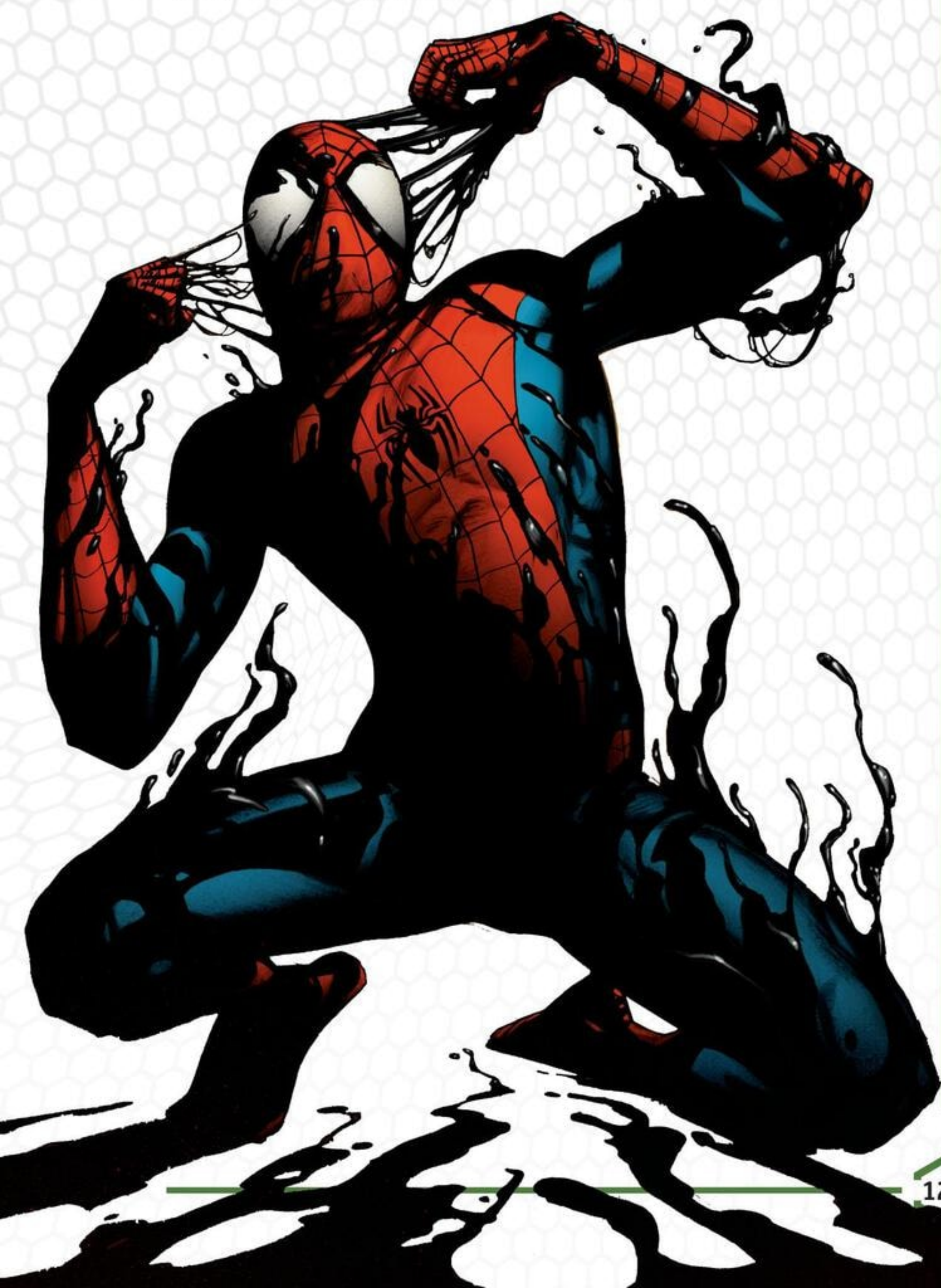
A symbiote tends to amplify its host's emotions. After bonding with a symbiote, the character has trouble on all non-combat Ego checks—like those to keep from going berserk due to the Berserker trait.

If the host fully bonds with a symbiote, they can work to get this effect under control. Once they get three Fantastic successes on such non-combat Ego checks, the effect ends and they no longer have trouble on future checks.

## Bonding With a Known Symbiote

When a symbiote is born, it's a blank slate: childlike and learning about the world around it. Most of the ones attached to the symbiote hive mind never develop any personality of their own. However, when an independent symbiote—like the Venom symbiote or one of its progeny—bonds with a host, it tends to take on some of the characteristics of that host.

While it's not likely, it's possible for known symbiotes like Venom or Carnage to leave their hosts and bond with another character. They gain all of the regular benefits of bonding with a symbiote spawned from Venom (see the Symbiote: Venom origin for this), plus the traits, tags or powers for their particular symbiote, as listed below. Traits and tags are granted for free.





- ▶ **Agony:** A symbiote spawned from Venom by the corporate survivalists in the Life Foundation. Add the Bloodthirsty trait.
- ▶ **Anti-Venom:** A version of Venom altered by Mister Negative. Add the Cure-All, Healing Hands and Let's Go powers as well.
- ▶ **Carnage:** Spawned from Venom and bonded to Cletus Kasady. Add the Bloodthirsty trait and the Villainous tag.
- ▶ **Lasher:** A symbiote spawned from Venom by the Life Foundation. Add the Bloodthirsty trait.
- ▶ **Misery:** A strain of Carnage mixed with Anti-Venom serum. Add the Iron Will trait.
- ▶ **Phage:** A symbiote spawned from Venom by the Life Foundation. Add the Bloodthirsty trait.
- ▶ **Rascal:** A young hybrid symbiote that has only bonded with Normie Osborn (Red Goblin). Add the Combat Reflexes trait.
- ▶ **Rek-Rap:** A symbiote spawned in Limbo. Add the Gullible trait and the Cursed and Supernatural tags.
- ▶ **Riot:** A symbiote spawned from Venom by the Life Foundation. Add the Bloodthirsty trait.
- ▶ **Scorn:** A symbiote spawned from strains of Carnage used to make artificial limbs. Add the Bloodthirsty and Gearhead traits.
- ▶ **Silence:** The remnants of the Scream symbiote—which was spawned from Venom by the Life Foundation—merged with Anti-Venom serum. Add the Healing Hands and Let's Go powers.
- ▶ **Sleeper:** A symbiote spawned from Venom but which often operates on its own. Add the Skeptical and Sneaky traits.
- ▶ **Sliver:** A symbiote spawned from Venom and bonded to Black Widow. Add the Determination and Sneaky traits.
- ▶ **Toxin:** A symbiote spawned by Carnage. Add the Bloodthirsty and Determination traits.
- ▶ **Venom:** The symbiote that Spider-Man (Peter Parker) brought to Earth. Later bonded with Eddie Brock and Flash Thompson. Add the Bloodthirsty and Combat Reflexes traits.

## MULTIVERSAL VARIANTS

The Spider-Verse opened up the Marvel Multiverse to spider-based heroes of all kinds. Most of these are variants on established super heroes and sometimes feature their families and friends.

Sometimes, a Narrator might wish to come up with similar variants of their own for their game. These can be based on established Marvel characters, but they can be variants of the players' original characters too.

Worlds can be nearly identical to each other but spotlight different people or outcomes. The Ultimate Universe (Earth-1610) isn't all that different from the standard Marvel Comics Universe (Earth-616). Nor is Earth-65, from which Ghost-Spider hails.

In other cases, the basic underpinnings of the universe are different. In the world of Spider-Ham (Earth-8311), for

instance, the nature of physics is different, while the New York City of Spider-Man Noir (Earth-90214) has an intensely different flavor of its own.

Narrators and players are free to build characters from such worlds and bring them into the main universe in which the game takes place. Or they can have the heroes travel among these disparate worlds, much in the fashion of the Exiles.\* They can also mix and match genres, time periods and more to concoct new variant universes of their own.

Many of these worlds were born with two words: "What if?" The players should ask themselves this question when exploring and discovering new universes of their own.

Here are some ways for the Narrator and the players to come up with variants of their own on the fly.

## Genre

Sometimes, the basis of the variant depends on the kind of story the character is normally involved in. This boils down to the genre of the character's adventures.

The default genre for most super heroes is *super-hero adventures*. These involve stories in which super-powered people take direct action to stop evil foes, save innocents and otherwise make the world a better place. But other kinds of genres are available, many of which can already be seen in comics. (For further details, see the "Game Style" section of the *Core Rulebook*, starting on page 295.)

- ▶ **Animated:** The characters live in a cartoon world where physics works entirely differently than in the real world (see page 124 for more about this).
- ▶ **Espionage:** The characters are involved in corporate or international intrigue that puts them at the center of power struggles pitting massive forces against each other. Many Nick Fury, S.H.I.E.L.D. and Captain America stories overlap with this.
- ▶ **Fantasy:** The characters and stories involve not only magic but creatures from mythology, such as elves, dwarves, orcs, dragons and so on. Many stories with Asgardian characters feature elements of fantasy. The heroes in such stories are called to action by the nature of their powers and the responsibilities that come with them.
- ▶ **Historical:** The characters are similar to those in the present day, but they live in a different period in the past. This can range from prehistoric times all the way up to the modern day. The world of the 1602 stories (Earth-311) is a perfect example of this.
- ▶ **Horror:** These stories often involve mystical elements, but not always. The characters typically feel hunted and powerless—even if they have super-powers—and the threat of death, or worse, hangs over their heads. Stories involving Blade, Ghost Rider and even the Hulk touch on horror, as do a number of Spider-Man stories.

**\*EDITOR'S NOTE: THE EXILES ARE A TEAM RECRUITED TO SAVE THE MULTIVERSE. THEY FIRST APPEARED IN EXILES #1 (AUG. 2001) AND WERE PROFILED IN THE X-MEN EXPANSION. --EARTH-1218 OVERTON**





- ▶ **Musical:** In such stories, emotions are discussed out loud, usually in the form of the characters bursting into song. This doesn't happen often in the Marvel Multiverse, but it can make for a fun change of pace for the right players.
- ▶ **Mystery:** Something has happened—often, someone has been murdered—and the heroes must figure out who committed the crime and bring the culprit to justice. In the end, the villain always pays.
- ▶ **Noir:** The world is corrupt and often perverse. There is no justice but what people make for themselves. Hearts are broken, and people frequently wind up bitterly disappointed. Events often happen at night, in the rain and at other times when the colors drain to black and white.
- ▶ **Romance:** The characters care less about crime and more about who is—or who might be—in love with whom. Adventures still happen, but they are secondary in importance to the characters figuring out who they want to spend their *happily ever after* with.
- ▶ **Science Fiction:** Such stories often involve aliens invading Earth or having problems that haul the heroes into outer space. These kinds of tales can span entire galaxies. They can also take place in the near or distant future or involve visitors from such eras, such as with *Spider-Man 2099*.
- ▶ **Thriller:** Many super-hero stories involve thriller elements: high-stakes threats in which the villains take an aggressive role and the heroes have to work fast to stop them before it's too late.
- ▶ **Western:** These tales are usually set on the American frontier and involve innocent people being victimized by villains who are after power and wealth. They often feature guns and other weapons, but super-powers can fill that gap. The classics also include cowpokes and horses.

These genres sometimes overlap, and even unlikely pairings can make for intriguing mash-ups. Feel free to mix and match them to fit your tastes.

## Time, Place and Gender

Many times, the alternate universe a character hails from is just like the Earth-616 universe but slightly off in terms of their age. Stories take place when Peter Parker is still

a teenager, for instance, or an old man worn down by a lifetime of battles with villains. Otherwise, things seem much the same as the regular world. The characters just have a different starting point.

In other cases, the world is several years or even centuries ahead or behind the regular universe. This might mean putting the character in World War II, the Revolutionary War, the Middle Ages or any other point in history.

Similarly, some universes simply change the character's location. *Spider-Man India* looks at what would happen if a version of Peter Parker was born and raised in India and got his powers there. Pick any spot on the planet, place the character there and imagine how things might be different for them—as well as how they might be the same.

Some universes change the gender of the character. *Peni Parker of Earth-14512* is a good example of a combination of these things. She comes about from the question "What if Peter Parker was a schoolgirl living in a Japanese-flavored future?"

## Occupation

Some universes don't tinker with the basics of the character too much. They simply put them in a different job. What would Peter Parker be like if he had skipped journalism and gone straight into founding a high-tech company? What would Miles Morales be like if he dropped out of school and became a full-time artist?

These details might not affect the character's powers much, if at all, but they can have a huge effect on their personal lives: the people they work with, the resources they can tap into and the connections they make. This is especially true if the character does not start out as a hero but instead as a criminal. Many Marvel heroes have made the leap from lawbreaker to hero, and this gives them a different perspective than many others who have always instinctively been good.

## Other Powers

Many alternate universes explore the idea of a character having different powers. Imagine the Fantastic Four, but with Peter Parker as Mister Fantastic, Gwen Stacy as the Invisible Woman, Miles Morales as the Human Torch and Flash Thompson as the Thing.

This is often as simple as picking a new set of powers for the character. The easiest way is to pattern them after an existing Marvel hero, making them the same rank and giving



them the same powers. Sometimes, though, the character has a new set of powers that add to their original abilities, as in the case of Spider-UK (Billy Braddock), who is essentially Captain Britain (Brian Braddock) with the additional powers of Spider-Man (Peter Parker).

### Other Person

The converse of a character having the powers of a different hero is for them to keep the same powers but instead be someone else. Many of the heroes of the Spider-Army seen throughout the Spider-Verse stories are friends and family of Peter Parker who have his powers instead of him—or sometimes in addition to him.

This is the way that Ghost-Spider comes about. In Earth-65, it was Gwen Stacy instead of Peter Parker who gained Spider-Powers. That small change at that important moment altered everything for those two people and everyone around them.

### What Ifs?

Many other alternate characters come from exploring similarly important moments in the character's history. These can be subtle changes, but they often have far-reaching effects.

- ▶ What if the burglar who killed Uncle Ben killed Aunt May instead?
- ▶ What if Aaron Davis had gotten Spider-Man's powers instead of Miles Morales?
- ▶ What if Peter Parker had killed Norman Osborn in revenge for Gwen Stacy's death?
- ▶ What if Peter Parker had survived in Doctor Octopus' body after their minds were swapped?
- ▶ What if Reed Richards had found a way for Peter Parker to keep control of his black symbiote suit?

Sometimes, these alternate characters can seem identical to the originals, with the only differences being the choices they've made or the things that have happened to them. Unless they reveal their pasts, they can seem to be the same person, but they may have much darker motives.

## MULTIVERSAL RULES

Most universes work the same way as Earth-616. Physics, time and everything else function just as you would expect them to. In many ways, they work the same as our own reality. However, there are some substantial differences.

In general, the rules that affect a particular universe affect everyone in it. If a character travels from a universe with more restrictive rules to one with looser rules—like from our reality to Earth-616—they get to work with the looser rules rather than their own. If a character travels to a universe with more restrictive rules, they have to follow the rules of that universe rather than their own.

### Mainstream Marvel: Earth-616

In the mainstream Marvel Universe, the rules of reality are much looser than they are in our world.

- ▶ Time flows slower than in our world, and their present is anchored to our present. (See page 273 in the *Core Rulebook* for how this works.)

- ▶ Science works in weird ways that our own science can't replicate. Being bitten by a radioactive spider, for instance, would likely give you radiation poisoning in our world, rather than incredible powers.
- ▶ Super-powers work, as do the various systems that support the origins that cause them.
- ▶ People can take much more damage without dying.
- ▶ People—especially those with super-powers—tend to heal much more quickly.
- ▶ Aliens exist and have been visiting Earth since the dawn of life.
- ▶ The gods of myth and figures of many legends exist.
- ▶ Magic works.
- ▶ People can gain superhuman skills through training.
- ▶ Animated creatures can visit and bring the physics of their own universe with them.

Most universes in the Marvel Multiverse function under similar rules. Unless explicitly stated otherwise, assume that any given universe follows the rules of Earth-616.

### The Larval Universe: Earth-8311

The rules of reality are even looser in the Larval Universe. It mostly functions like Earth-616, with the following exceptions:

- ▶ Characters can't be killed. In fact, no injuries have any kind of permanent consequences—unless they're funny or make the character seem more like their Earth-616 counterpart.
- ▶ There are no native humans on Earth. Instead, the characters are all anthropomorphized animals that talk and behave like humans.
- ▶ Most of the characters have names that are puns based on their Earth-616 counterpart and the kind of animal they are. Examples include Spider-Ham (Peter Porker), Captain Americat (Steven Mouser) and Thrr, Dog of Thunder.
- ▶ Characters can produce necessary items out of thin air (or from their pockets)—if the result is funny.
- ▶ Physics is wildly exaggerated. For example, giant magnets can pull planes out of the sky.
- ▶ If a character doesn't realize that they're not standing on anything solid, they don't fall.
- ▶ All sorts of other things can happen—as long as they're funny.

In general, the sheer amount of humor in the Larval Universe is much higher than in Earth-616, even if the level of sophistication is generally lower.

### The Noir Universe: Earth-90214

The rules of Earth-90214 are more restrictive than those of Earth-616 but not as tight as those of our reality.

- ▶ Few people in Earth-90214 have actual super-powers.
- ▶ Most characters in this world are not higher than Rank 2, and it's rare to have an origin other than Special Training. However, there are notable exceptions like Spider-Man and Doctor Octopus. With the Narrator's permission, players can create such exceptional characters too.





- ▶ People can kill others accidentally.
- ▶ The Heroic tag is rare, so most characters don't have any starting Karma.

Despite these limits, adventures in this world can be incredibly tense and entertaining. They tend to revolve around peeling back layers of mystery and corruption and then forcing characters to make hard decisions once they figure out the truth.

### Time Dilation

Unless otherwise stated, a universe's time works at the same rate as it does in Earth-616. Notable exceptions include:

- ▶ **Earth-19529:** In this universe, time passes at the same rate as in our reality, and Marvel characters age normally from the moment of the origin of Spider-Man (Peter Parker). (See the *Spider-Man: Life Story* series.)
- ▶ **Earth-21766:** This universe works similarly to Earth-19529, but it hinges on the moment of the Fantastic Four's fateful flight that gave them their powers. (See the *Fantastic Four: Life Story* series.)
- ▶ **Earth-23321:** A universe in which the Emissary destroyed much of Earth and Mary Jane Watson was trapped with Paul Rabin until Spider-Man (Peter Parker) was able to rescue her. In the course of about three days in Earth-616, four years pass in this world.
- ▶ **Dimension Z:** This is a pocket dimension conquered by Arnim Zola.\* In the course of an hour in Earth-616, approximately twenty years pass in Dimension Z.

For simplicity's sake, the universe in which the game takes place should have time run in sync with that of Earth-616. However, that's up to the Narrator and the other players involved in the game.

### SPIDER-WASP VENOM

One of the most insidious powers of Shathra is that she can inject her Spider-Wasp Venom into characters with Spider-Powers, transforming them into wasp-hybrids bound to her will through a hive mind. This infection is passed via contact, and Shathra (or one of her special wasps) must make a melee attack that does at least 1 point of damage to inject the infection.

When a character with Spider-Powers is injected, the TN for the Resilience check to resist the infection is 18. If they fail, they become infected. See page 137 for details on the infected condition.

Once the character is infected, they grow wasplike mandibles around their mouth and antennae from their forehead, their teeth become long and ferocious and their fingers become tipped with claws. This gives them the Extreme Appearance trait, and unarmed melee attacks can be considered sharp if the character likes.

They also become connected to Shathra's hive mind and are controlled by her. See page 138 for the Hive Mind trait—and how a character might break free of it.

Characters from Earth-616 are immune to this infection. (Narrators can choose to make their own universe immune as well.) Spider-Man (Miles Morales) is only partially immune, as he was originally from Earth-1610 but was made to be from Earth-616 with the birth of the Eighth Cosmos. When infected, he gained all the physical traits, but Shathra could not control him. She could still sense where he was, though.

**\*EDITOR'S NOTE: ARNIM ZOLA IS A FORMER NAZI SCIENTIST WHO TRANSFERRED HIS MIND INTO A SERIES OF ROBOT BODIES. HE FIRST APPEARED IN CAPTAIN AMERICA #208 (APRIL 1977). YOU CAN FIND HIS PROFILE IN THE CATAclysm OF KANG, PAGE 176.**  
--BIO-FANATIC BRIAN



## HENCHMEN

Sometimes, a Narrator might need a fast way to create low-rank henchmen for a villain. Here's how.

By their very nature, henchmen are weaker than their bosses. They're often recruited and trained in droves and are considered dispensable. As such, most henchmen are only Rank 1 or 2. In some rare instances, when working for high-rank villains, they could be Rank 3 at most. In any case, they must be of a lower rank than their boss.

Henchmen ability scores total up to five times their rank. It's simplest to make each score equal to their rank, except for one score (often Logic) that is 0. However, there can be exceptions.

Henchmen get one trait per rank.

Henchmen get one power per rank, respecting any prerequisites. Choose them to fit the concept for this particular kind of henchman. In many cases, their powers should be restricted to ones that a character with the Special Training origin could pick, but it's fun to give them powers associated with their boss too.

Feel free to apply any tags that fit the concept for the henchman, but otherwise skip them.

**Example:** *The Vulture gathers a bunch of low-level henchmen to help with his latest plan. They are all Rank 1, so their abilities are all 1, except they have a Logic of 0. They need to work at great heights, so their trait is Fearless. For their power, they have Flight 1.*

Published books for the game use a simplified profile for henchmen, as seen at the end of Chapter 11: Characters.

## SINISTER PLOTS

Although the heroes of the Spider-Verse usually triumph in the end, the villains rarely make it easy on them. The largest reason for this is that the villains often have plenty of time to craft plots and prepare for contingencies, while the heroes usually are confined to responding to the villains' actions.

To reflect this, the Narrator has the option of giving the villains of any story a number of Sinister Plot points. The villains can then use these to turn the tables on the heroes.

Sinister Plot points can only be used by characters with the Villainous tag.

### SINISTER PLOT POINT EFFECTS

| Effect                                                                      | Cost |
|-----------------------------------------------------------------------------|------|
| Give an opponent trouble for one round                                      | 1    |
| Gain an edge on all actions for one round                                   | 2    |
| Use an extra reaction immediately                                           | 2    |
| Use an extra standard action immediately                                    | 2    |
| Make a free recovery check and instantly recover from any adverse condition | 2    |
| Change the Marvel die to an M                                               | 3    |
| Regain full Health or Focus                                                 | 4    |
| Remove all adverse conditions, and regain full Health and Focus             | 6    |

## Sinister Plot Points

A villain who simply encounters the heroes has no Sinister Plot points to spend. If Spider-Man simply stops the Vulture from robbing a bank, for instance, the Vulture hasn't prepared for this seemingly random eventuality. Because of that, he doesn't have any Sinister Plot points available.

However, if the Vulture robs a bank with the intention of drawing Spider-Man into a trap, the villain has Sinister Plot points he can use.

For every rank a villain has, they can have up to 1 Sinister Plot point. At each new encounter with a villain, the Narrator will determine if they have any Sinister Plot points.

**Example:** *Doctor Octopus is Rank 4. He can have up to 4 Sinister Plot points.*

## Villain Teams

If a group of villains forms a team, the members of that team can pool their Sinister Plot points. In this way, the leader can use points generated by others, and vice versa.

Many leaders of villain teams prefer to hoard such benefits for themselves. They might see it as a betrayal if a teammate uses Sinister Plot points they feel should be reserved for them. Other team members might feel the same way if a leader uses points that rightfully belong to them.

This kind of backstabbing can cause terrible friction within the team, but that's the nature of villains.

## WEBBING

Webbing is an important power for many spider-powered characters. Here are some new rules for how to use it in your game.

## New Webbing Rules

In the *Core Rulebook*, the TN to escape from or to destroy webbing deployed by any power that uses webbing is 20. Going forward, the TN is now 16.

However, a character can use additional actions—either standard actions or reactions—to reinforce their webbing. Each time they do so, the TN to destroy it increases by +2, to a maximum of 22. If a target is already webbed, the TN to web it again is 10.

A character can also use a reaction to web a target again immediately after webbing it.

**Example:** *Spider-Man (Peter Parker) wants to use his Webcasting power to web up Doctor Octopus. This requires an Agility vs. Doc Ock's Agility defense of 13 action check. Spider-Man gets a 14 on his check and webs Ock up good. Spidey is out of reactions for the turn, though, and can't use them to reinforce the webbing.*

*Doc Ock uses his reaction to try to break the webbing. He adds his non-combat Melee bonus of +6 to his roll, but he only gets a total of 15, so he fails to break it. When his actual turn comes around, the villain uses his standard action to try to break the webbing again. This time, he gets a total of 16 and shreds it.*

*On his next turn, Spider-Man tries to web Doc Ock again, and he succeeds. This time, he immediately uses a reaction to reinforce the webbing. He needs to get a 10 or better to hit a paralyzed target, and he succeeds again. This raises the TN to break the webbing from 16 to 18.*



## Internal Webs vs. Web-Shooters

Some spider-powered heroes generate their webs from their body, firing them from some part of their hands or wrists that is concealed when not in use. Other characters employ mechanical or electronic web-shooters to accomplish the same thing.

The webs emitted from either type are identical. However, it's possible to lace the webbing of a web-shooter with other things. See the gadget hacking rules on page 131 for how this might work. Although this gives web-shooters an advantage, internally generated webbing cannot be taken away from the character, and it never runs out.

## Webbing Duration

The Webtrapping power lists the webs as lasting 15 minutes per rank of the character using the power. Going forward, all webbing lasts for one hour from the moment it's produced.

## Webbing vs. Blades

Although many people use their bare hands to try to destroy webbing, it's easier to manage it with a blade. If a character has a Melee Weapons power with a Sharp weapon—and they have the weapon ready—they get an edge on any attempt to destroy webbing.

## Webbing vs. Solvents

Some people who deal with spider-powered characters on a regular basis have come up with a formula for dissolving the webbing. This can be applied with an action or a reaction, and it instantly removes the webbing. For details on how this works, see page 131.

## Webbing as Insulation

In general, webbing does not conduct electricity. This means that a character can use it to provide insulation and protect against electrocution. In some cases, Spider-Man (Peter Parker) has covered his hands and feet with webbing to protect himself. This is particularly handy when dealing with villains like Electro, but it can also help when dealing with downed power lines and other electrical hazards.

## Falling With Style

If a character with the Webslinging power falls at least 10 spaces, they can use a reaction to shoot out webs, spin into a full loop and launch themselves out of the loop. This allows them to move in a straight line up to their Swingline Speed.

## Filling an Area With Webs

A character with the Webtrapping power can use it to fill an area with webs. This can be up to 5 full spaces, which is about 25 square feet on a flat map or 125 cubic feet in three dimensions.

That's enough to stretch across a street, but sometimes, a character wants to add more, perhaps to fill a gymnasium or other large room. They can easily do so by using additional actions or reactions to either spread the webbing into new areas or reinforce the webbing that's already there. It just takes a bit more time.

## Gluings With Webs

Sometimes, a character might want to repair things with Webcasting by using it as a kind of glue. In this way, they

could stick a bumper back onto a car, fix a pair of broken glasses or otherwise make small repairs. This is simple enough to do, and in most cases, it doesn't require a check. Just having the Webcasting power is enough.

Remember that these repairs last only as long as the webbing does. Often, though, that's enough to get the character through a combat or other kind of crisis.

## Making a Web-Barrier

A character with the Webtrapping power can block off an area with webs, concentrating them into a wall they can hunker behind. This barrier can be made within their line of sight and up to 2 spaces away per rank, and it can stretch up to 2 spaces across (vertically/horizontally) per their rank. It provides Health Damage Reduction 2 against any attacks made through it.

## Making a Web-Cushion

A character with the Webtrapping power can concentrate the webbing into a single space on the ground to provide a cushion for someone falling onto it. Something that falls and hits the web-cushion effectively gains Health Damage Reduction 2 against the impact of the fall.

## Making a Web-Net

Similarly, a character with the Webtrapping power can stretch a net of webbing across an area to catch fast-moving things. They need to set it up where they can anchor the webs and spread them in the path of the thing they want to catch.

To catch a thing safely, they should leave enough free space beyond the web-net to keep the thing from crashing into something else (like another car or the ground) after being caught. The free space should be at least a tenth of the distance in Speed that the thing is moving.

**Example:** A falling person falls 100 spaces at the end of a round. For Spider-Man (Peter Parker) to catch someone falling that far safely, the web-net should be at least 10 spaces above the ground.

The web-net can catch something up to average size in this way, keeping it from suffering any damage. To catch larger things, the net can be reinforced up to three times. Each reinforcement raises the size of things that can be caught, going from average to big, huge and gigantic.

## Making a Web-Shield

A character with the Webtrapping power can use it to fashion a portable shield, which they can carry with them. This grants them the Shield 1 power while the webbing lasts.

## Making a Web-Tether

A character with the Webcasting power can tether two items together with a weblines. This requires making an Agility vs. TN 13 action check. If either of the two items is an enemy, use the enemy's Agility defense instead, but only if it is higher than 13. If both of the items are enemies, do the same—using the higher of the two Agility defenses—but the check has trouble then too.

See the Towing rules on page 32 of the *Core Rulebook* for guidance on how to handle two things connected by something in this way.





## Stopping a Speeding Vehicle

A character with the Webcasting power can use it to try to stop a speeding vehicle. First, they need to hit the vehicle with a Webcasting attack, using the driver's Agility defense as the TN. Then they need to grab tight and pull.

If the character could lift the vehicle, they can stop it. If the vehicle is one size larger than they could normally lift, they can make a Challenging Melee check to attempt it. If the vehicle is two sizes larger or more, they cannot stop it.

## Web-Launching

If the hero is standing on a firm surface and has the Webslinging power, they can use their movement action to fire two weblines, haul back on them and launch themselves into the air like a slingshot. This allows them to move in a straight line up to double their Swingline Speed.

## Webbing Up Henchmen

If the character is positioned above a henchman (see page 126 for rules on these) who is unaware of their presence—and is of a size the character can lift—the character can use both their standard action and their movement action together to try to web up the henchman like a spider catching its prey.

To do this, the character makes a Webcasting attack. If they succeed, they haul the target up into the air, bundle them in webs—which also gags them—and hang the web bundle from anything within reach. On a Fantastic success, they can pin the target to a nearby surface instead.

## STUNTS

Characters who have mastered their powers—or have the right equipment—can learn to do new things with them as they gain experience using them.

## Learning Stunts

All stunts have certain prerequisites. This is usually a power, but it can also include a particular gadget, piece of equipment or origin.

To learn a stunt, the character needs to get a Fantastic success while using a stunt's prerequisites in the course of an adventure. The character can choose a maximum of one stunt at a time.

How quickly characters can learn stunts is up to the Narrator. In general, a character should have the chance to do so every time they have a major battle or encounter in an adventure in which they get a Fantastic result while using the stunt's prerequisites. This should be an adventure in which the outcome is uncertain, usually against foes of equal or higher rank.

If you're using the "Getting Schooled" rules from the *X-Men Expansion* (pages 132–134), the character can pick a stunt *instead of* ticking off a box on the Schooling Advancement Chart.

A character can also pick a stunt after undergoing intensive training with the prerequisites for that stunt's style. However, once a character picks a stunt after training, they cannot do so again until they pick a stunt after adventuring.



Once a character picks a stunt, they add it to the Notes section of their character sheet. They can now access it any time they like.

**Example:** Spider-Man (Miles Morales) uses his Venom Blast power in an adventure and gets a Fantastic success with it. After the adventure, he can pick the Venom Chain stunt.

## One at a Time

Many stunts grant an additional special effect for a power, which the character can use when they get a Fantastic success while using that power. Unless otherwise stated, a character can use only one special effect at a time with a Fantastic success.

**Example:** Spider-Man (Miles Morales) gets a Fantastic success with his Venom Blast power. He has the Venom Chain stunt, so he can choose between Venom Blast's regular special effect (stunning the target) or the special effect granted by the Venom Chain stunt (attacking an additional target). He gets to do one, not both.

## STUNT DESCRIPTIONS

### Spider-Cuffs

**Prerequisite:** Spider-Strike

**Duration:** Instant

**Effect:** If the character gets a Fantastic success with Spider-Strike, they can web the two affected targets to each other.

### Spider-Gag

**Prerequisite:** Webcasting

**Duration:** Instant

**Effect:** If the character gets a Fantastic success with Webcasting, they can gag the target, silencing them.

### Spider-Pummel

**Prerequisite:** Spider-Arms (see p. 130)

**Duration:** Instant

**Effect:** If the character gets a Fantastic success on a Melee attack with Spider-Arms, they can make a second Melee attack against the same target.

### Spider-Zap

**Prerequisite:** Spider-Arms and Webcasting

**Duration:** Instant

**Effect:** If the character gets a Fantastic success on a Webcasting attack, they can fire an electric shock through the webs to stun the target.

### Spider-Zap Chain

**Prerequisites:** Spider-Zap

**Duration:** Instant

**Effect:** If the character uses Spider-Zap, they can immediately make an extra Webcasting attack on another target, adding the extra range between the two targets to the range for the new attack roll. This can be repeated until such an attack is not a Fantastic success. Each attack must be against a separate target.

## Symbiote Slash

**Prerequisite:** Symbiote

**Duration:** Instant

**Effect:** The character can transform their symbiote tendrils into blades, which they can use with Melee Weapons (Sharp) powers. In addition, if the character gets a Fantastic success on an unarmed melee attack, the attack does double damage, and if the target suffers at least 1 point of damage, they bleed.

## Venom Chain

**Prerequisite:** Venom Blast

**Duration:** Instant

**Effect:** If the character gets a Fantastic success on a Venom Blast, they can immediately make an extra Venom Blast attack on another target, adding the extra range between the two targets to the range for the new attack. This can be repeated until such an attack is not a Fantastic success. Each attack must be against a separate target.

**Example:** Spider-Man (Miles Morales) fires a Venom Blast at a foe 3 spaces away and gets a Fantastic success. Instead of stunning the foe, he arcs the Venom Blast again to a foe who's 4 spaces away from the first foe. This makes the range for the second attack 7 spaces. Since the range for Venom Blast is 5 spaces, Morales has trouble on the second attack.

## Venom Stun

**Prerequisite:** Venom Blast or Venom Bash

**Duration:** Concentration

**Effect:** If a character gets a Fantastic success on a Venom Blast or Venom Bash and uses that to stun the target, they can keep the enemy stunned by spending 10 Focus per round at the start of each of the character's following turns.

## Web-Back-Atcha

**Prerequisite:** Webgrabbing

**Effect:** If the character gets a Fantastic success using Webgrabbing to disarm a foe (see p. 135), the character can use a reaction to swing the weapon around and club the foe with it. This is an Agility attack.

## NEW EQUIPMENT

Even from the first Spider-Man stories, Peter Parker and many other spider-powered heroes have relied on equipment to enhance their powers. Here are a few examples.

A character can use such equipment on a temporary basis. However, if they plan to use the items permanently, they should be incorporated into the character's profile as inherent powers.

In game terms, the difference comes down to whether the equipment can be easily taken from the character or outright destroyed. This can happen to equipment the character uses, but it generally should not befall powers incorporated into the character's profile.

## Iron Spider Armor

Iron Man (Tony Stark) specifically designed this armor for Spider-Man (Peter Parker). It allows the user to have full access to their Spider-Powers and basic powers (assuming they have them).



The user gains the Extreme Appearance tag while wearing the suit and the Tech Reliance trait for all powers the suit grants.

The suit grants the user the following powers:

- ▶ Additional Limbs
- ▶ Environmental Protection
- ▶ Heightened Senses 1
- ▶ Mighty 1
- ▶ Sturdy 2
- ▶ Webgliding

These powers do not stack with any powers the character already has.

The suit's Additional Limbs power counts as having Spider-Arms.

## Spider-Arms

The gadget consists of a set of four long, spidery limbs attached to the character's back, which can be used in combat. This grants the user the Additional Limbs power with the Tech Reliance trait.

The user gains the Extreme Appearance tag while the arms are deployed. The Spider-Arms can fold away to backpack size when not in use.

## Spider-Bots

These are small, autonomous, eight-legged drones that Doctor Octopus invented during his time as the Superior Spider-Man. The user can control them via mental commands (which do not require any actions). The drones can send visual and audio information to their controller, which is displayed on the lenses of the controller's mask or goggles.

## Spider-Grenades

There are three types of Spider-Grenades: webgrabber, upshot and concussion burst. These are most commonly used in Earth-1048 (the setting for the *Marvel's Spider-Man* video games), but they can be used in other universes too. Each of these can be thrown like a normal grenade, but they also can be planted and then activated remotely. Additionally, they can be planted and set to activate whenever someone gets within 2 spaces of them.

When a Spider-Grenade is thrown or activated remotely, compare the attack roll against the Agility defense of any character within 2 spaces of it. When a grenade goes off automatically, have anyone who might be affected by it make an Agility vs. TN 13 action check to avoid taking damage. (Note that characters affected by an automatically triggered grenade do not have to worry about suffering from a Fantastic success.)

The grenades have the following effects:

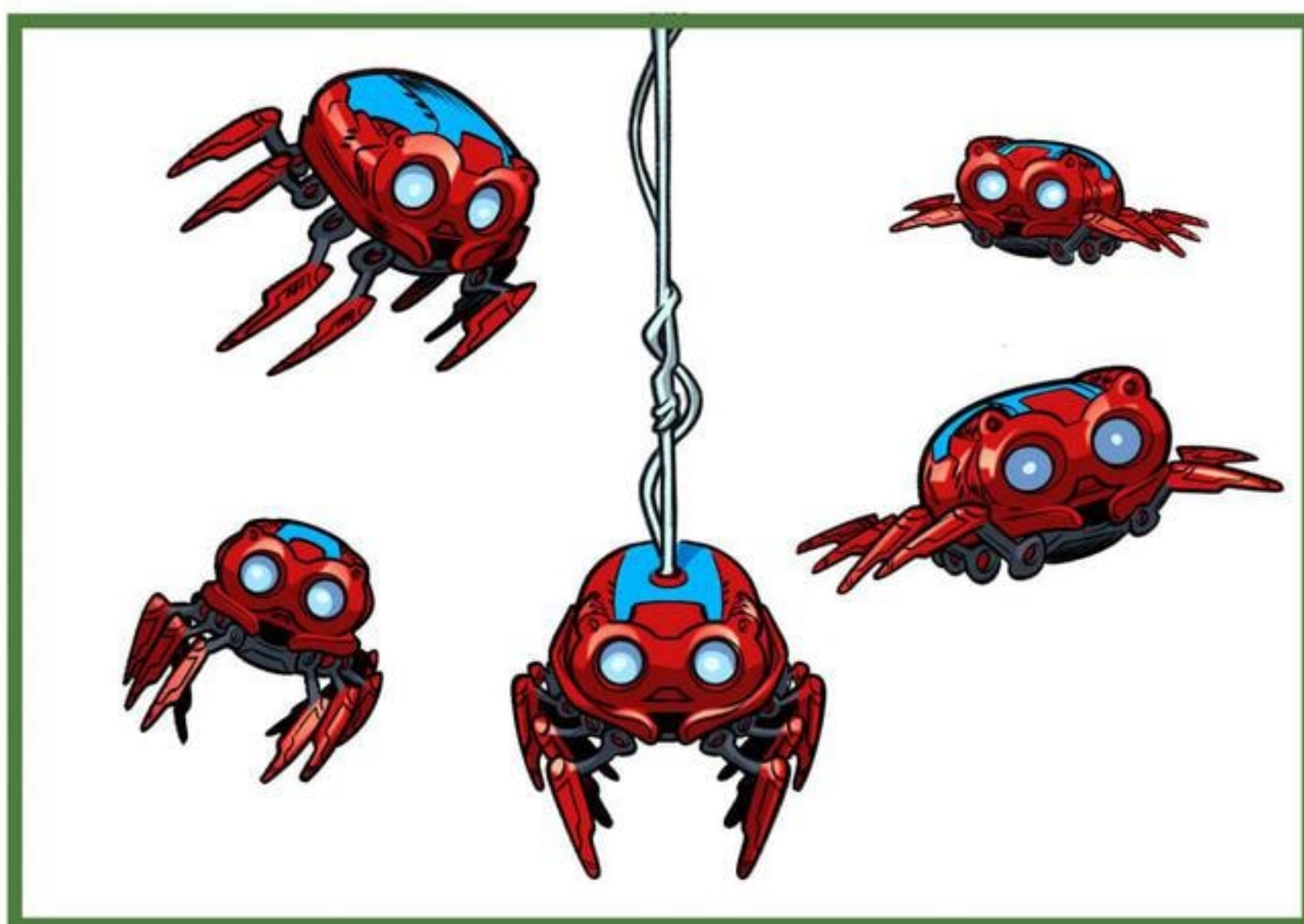
- ▶ **Webgrabber:** Affected characters are webbed up and paralyzed. On a Fantastic success, they are also pinned.
- ▶ **Upshot:** Affected characters are lifted up 3 spaces into the air and fall prone when they land. On a Fantastic success, they are also stunned for one round.
- ▶ **Concussion Burst:** Affected characters are deafened for one round. On a Fantastic success, they are also stunned. In any case, symbiotes and characters who host them also take regular Health damage as if this was a frag grenade.

## Spider-Tracers

These devices are the size of a small spider, designed to broadcast on the same frequency as a character's Spider-Sense. They can be thrown (with a range of 10 spaces), and they adhere to anything they successfully hit, which requires an Agility vs. the target's Agility defense score action check. They can also be placed on a target, and they can be removed easily.

## SPIDER-BOTS

Art by Alberto Albuquerque  
& Protobunker's Dono Sánchez-Almara



### POWERS

- ◆ Environmental Protection
- ◆ Jump 1
- ◆ Wallcrawling

### WEAPONS

- ◆ None

HEALTH

1

DAMAGE  
REDUCTION

—

**Climb Speed: 5**  
**Jump Speed: 5**  
**Size: Little**  
**Passengers: —**

### NOTES

When four or more Spider-Bots are within 1 space of one another, they can team up to form an Elemental Barrier (Force) that covers up to 1 space directly in front of each of them. Attacks against this barrier are made against the Spider-Bot user's Ego defense score.



Anyone with the Spider-Sense power can sense a Spider-Tracer that is within a mile of their location. They can determine its distance and relative direction. Anyone carrying a properly tuned handheld receiver can pick up the signal too, from up to 20 miles away.

## Webbing Solvent

Doctor Octopus devised a webbing solvent that can instantly free a person trapped in webbing. It requires a standard action or reaction to use, and it works automatically. This solvent normally comes in single-use bottles, but it is not sold in stores. It's rare to find someone who has it on hand—unless they're prepared to come up against a Spider-Hero.

## Web-Shooters

These devices grant the user the ability to shoot webs so that they can use webbing powers from the Spider-Powers set. Characters who don't normally have Spider-Powers have trouble using web-shooters, and on a Fantastic failure, they web themselves up instead of their target.

## GADGET HACKING

Spider-Man (Peter Parker) stories are filled with times when a villain defeats him at first, but then he uses his knack for science to create a gadget that helps him take the foe down. This usually happens because Parker finds a weakness in the villain's powers, strategy or means of attack and either exploits it or hacks a one-off gadget to leverage that weakness against the foe.

## Hacking a Gadget

To hack a gadget, a character only requires inspiration. They need to encounter a foe and observe the foe in action, using whatever powers they have.

During a later break in the action, the character can hack a gadget that counters some aspect of the foe's powers. To manage this, the character must have access to appropriate materials and the time to attempt to hack the gadget together.

To create a gadget that can neutralize a single power, the character makes a Logic vs. TN 13 action check. If they want the gadget to neutralize additional powers, each additional power to be affected raises the TN by +1.

If the character has the Lab Access tag, they have an edge on the check.

If the character fails the check, they can try again after getting a night's sleep. If they succeed, the one-use gadget they create can temporarily neutralize the foe's chosen power(s). If the character gets a Fantastic success on the check, they get an edge any time they want to hack the same gadget.

**Example:** Spider-Man (Peter Parker) is fighting the Vulture. The Vulture escapes, and Spider-Man decides he wants to hack a gadget that can disable the Vulture's Flight 1 power, which he calls an antimagnetic inverter. He makes his Logic check and gets 2 M 6, a 14. He adds his Logic of 4, totaling 18. That's high enough, and because it's a Fantastic success, he gets an edge if he ever wants to make it again.

## Using a Gadget

To use a gadget on a foe, the character has to make a successful Melee or Agility attack against the foe. If the character misses

with an Agility attack, the gadget sails past the foe and is destroyed. For this reason, characters often use melee attacks to activate gadgets.

If a gadget is successfully deployed, it instantly neutralizes the powers it was created to affect. The target can no longer use those powers, and any affected powers they have active immediately stop working. This effect lasts for the remainder of this combat, after which the gadget stops functioning and the powers resume working normally.

## Destroying a Gadget

By their nature, gadgets are fragile. They are usually built so that the foe to be affected by a gadget cannot destroy it. However, an ally could attack the gadget for them.

Attacking a gadget someone is carrying gives the attacker trouble.

A gadget has 10 points of Health. When its Health reaches 0, it stops functioning.

## Keeping Gadgets

Only characters with the Rich tag can keep and use permanent gadgets beyond the conclusion of an adventure. Otherwise, the gadget becomes useless at the end of that adventure—although the character can try to re-create it if it's ever needed again.

This is why Tony Stark can build such amazing things and fill warehouses with them, and it's also why Doctor Octopus could sustain having so many gadgets when he was the Superior Spider-Man and had the resources of Parker Industries behind him.

Someone who is not Rich can manage the same thing by lining up a patron. (See page 139 for more about the Patron tag.) A patron is someone who supplies the wealth that the character lacks. The trick is that the character has to keep the Patron happy in order to maintain access to their gadgets. It's the difference between having your own money and playing with someone else's.

Note that if the character tries to use the same gadget against the same target at a later date, the target is likely to have developed a means of shielding themselves against it. This means that the gadget no longer works on them. However, after a fresh encounter with the protected foe, the character can try to build a new gadget to overcome that.

## VEHICLES

Most Spider-Verse heroes prefer to swing about on weblines rather than drive around in cars, but there are colorful exceptions to that rule.

## Operating a Vehicle

If there's any question about whether a vehicle can manage a particular turn, maneuver or hazard, the vehicle's operator (driver/pilot) makes an Agility check to see if they can maintain control, and they must do so with their movement action on their turn. If they succeed, all goes as planned.

If they fail, the results are up to the Narrator, depending on the situation. In many cases, a failed Agility check translates to a loss of control, and the operator must spend a reaction (right after losing control) or a standard action (at any other point) to make another Agility check to regain control. This continues until the operator makes the check or the vehicle crashes.



Any aircraft that does not have VTOL (vertical takeoff and landing) capacity cannot engage in standard combat. VTOL craft do not require a runway for taking off or landing and are capable of hovering in place. Helicopters automatically have this—as do things like Goblin Gliders and Spider-Gliders, which can hover in place—but few traditional planes do.

## Vehicular Weaponry

If the vehicle has weapons the operator can control, the operator can fire them during their turn, using their standard action and their own abilities. Some vehicles have mounted weapons that can be controlled by others, and in such cases, the characters controlling those weapons fire on their turns, using their abilities, instead.

Sometimes, a vehicle's onboard weaponry is listed as an Elemental Control power, which reflects the kind of damage it can do. The character controlling the weapon must pay any Focus costs to use such powers. In the case of most other vehicle powers, any Focus costs should be paid by the vehicle's operator. Ignore any prerequisites for these powers.

For other vehicle-mounted weapons, the weapons have a listed range and damage multiplier. Use the Agility of the character making a ranged attack with them but use the weapon's damage multiplier instead of the character's.

## Vehicle Profiles

Vehicles have profiles that list their speed, Health and any powers they have.

Speeds listed for vehicles are combat speeds. Such vehicles can often go much faster in flat-out races, but being involved in combat with characters—who are often on foot—requires them to slow down.

The number listed under Passengers tells how many seats the vehicle has, including the operator's. If there is a cargo bay, others can ride there as well, although they may not have proper restraints (seat belts and the like).

## Defense and Destruction

Vehicles use their pilot's Melee and Agility defense scores, as the pilot is in charge of keeping the vehicle and its occupants safe. If the vehicle is unpowered, the target number for such attacks is 10.

When a vehicle's Health goes below half its maximum, its speed is halved. When its Health falls below 1, the vehicle stops working. Given time, parts and a decent repair shop, a broken vehicle can be repaired. If its Health is reduced to a negative value equal in magnitude to its maximum Health, it is destroyed beyond repair.

If a vehicle stops working (but is not destroyed) while it's moving, the effects can be catastrophic. The pilot must immediately make an Agility vs. TN 14 check to maintain control. If they fail, they no longer have any control over the vehicle and may crash if there is something to crash into. If they succeed, they can continue to steer it. On a Fantastic success, the vehicle rises back up to 1 Health.

A ground or waterborne vehicle that stops working loses half its current speed every turn until it falls below a speed of 1, at which point it stops. A vehicle with brakes can stop faster if the pilot likes.

A winged aircraft (including a Goblin Glider or a Spider-Glider) can glide at half its regular Flight Speed. However, it also loses altitude equal to half its Glide Speed every turn. A helicopter can do the same thing by diving into autorotation, but it can move at only a quarter of its regular Flight Speed, and it loses the same amount of altitude every turn. If the pilot can find a safe place to land, they can do so. Otherwise, the aircraft crashes.

To determine damage to passengers if a ground vehicle crashes, the Narrator rolls d616 and uses the vehicle's current speed divided by 3 (rounded up) as the Damage Multiplier. A worn safety harness (like a seat belt) cuts this in half. Either way, the maximum damage multiplier is  $\times 20$ .

**Example:** *The Scarlet Spider (Kaine) is riding a motorcycle at speed 12 when it crashes. The damage multiplier is  $(12 \div 3 =) \times 4$ . Motorcycles don't have safety harnesses, so he doesn't get any help from one.*

Seaborne vehicles don't often have something to crash into, but the same principles apply. They also apply to aircraft that crash, as they line up with the falling rules. Characters that can fly—or otherwise move to safety—can save themselves and others by leaving the aircraft before it crashes.

If the vehicle is destroyed, the damage of the final attack that destroyed it applies to all of its occupants. Each character gets to apply any damage reduction or other protection normally. After that, the vehicle crashes, as described above. The pilot cannot make an action check to maintain control, as there's nothing left to control.

## Basic Vehicles

Below is a short list of basic vehicles for use in the game. Feel free to modify them to suit your own needs.

Speeds are listed for the vehicle's most common movement mode. These are combat speeds and don't represent flat-out racing speeds.

### BASIC VEHICLES

| Vehicle    | Speed | Health | Size     | Powers                |
|------------|-------|--------|----------|-----------------------|
| Boat       | 12    | 80     | Huge     | Sturdy 1, Speed Swim  |
| Car        | 20    | 100    | Big      | Sturdy 1, Speed Run 1 |
| Helicopter | 16    | 100    | Huge     | Flight 2              |
| Motorcycle | 24    | 40     | Average  | Speed Run 1           |
| Plane      | 36    | 100    | Gigantic | Flight 2              |



## GOBLIN GLIDER

Art by Frank Cho



HEALTH  
**50**

DAMAGE  
REDUCTION  
—

**Flight Speed: 16**  
**Size: Average**  
**Passengers: 1**

### PROFILE

The Green Goblin (Norman Osborn) originally rode around on a jet-powered broomstick, but he soon developed this bat-winged personal flying jet. A single rider can stand astride it and control it with the movement of their legs and feet, leaving the operator's hands free. The user can also control it remotely and call it back to themselves automatically.

### POWERS

♦ Flight 1

### WEAPONS

♦ None

## SPIDER-CYCLE

Art by Marcus Williams, Eric Gapstur & Raúl Angulo



HEALTH  
**40**

DAMAGE  
REDUCTION  
—

**Ground Speed: 24**  
**Size: Average**  
**Passengers: 1**

### PROFILE

Spider-Woman of Earth-332 uses this motorcycle to get around. Like the Spider-Mobile, it can drive straight up walls and even upside down.

### POWERS

♦ Wallcrawling

### WEAPONS

♦ None



## SPIDER-GLIDER

Art by Steve McNiven & Simon West of Carbon Sun Studio



HEALTH  
**50**

DAMAGE  
REDUCTION  
**—**

**Flight Speed: 20**  
**Size: Average**  
**Passengers: 2**

### PROFILE

Spider-Man (Peter Parker) built an improved version of the Goblin Glider to help him get around faster than he can on his webs. It can also contract its legs and become small enough for the user to wear it like a backpack.

### POWERS

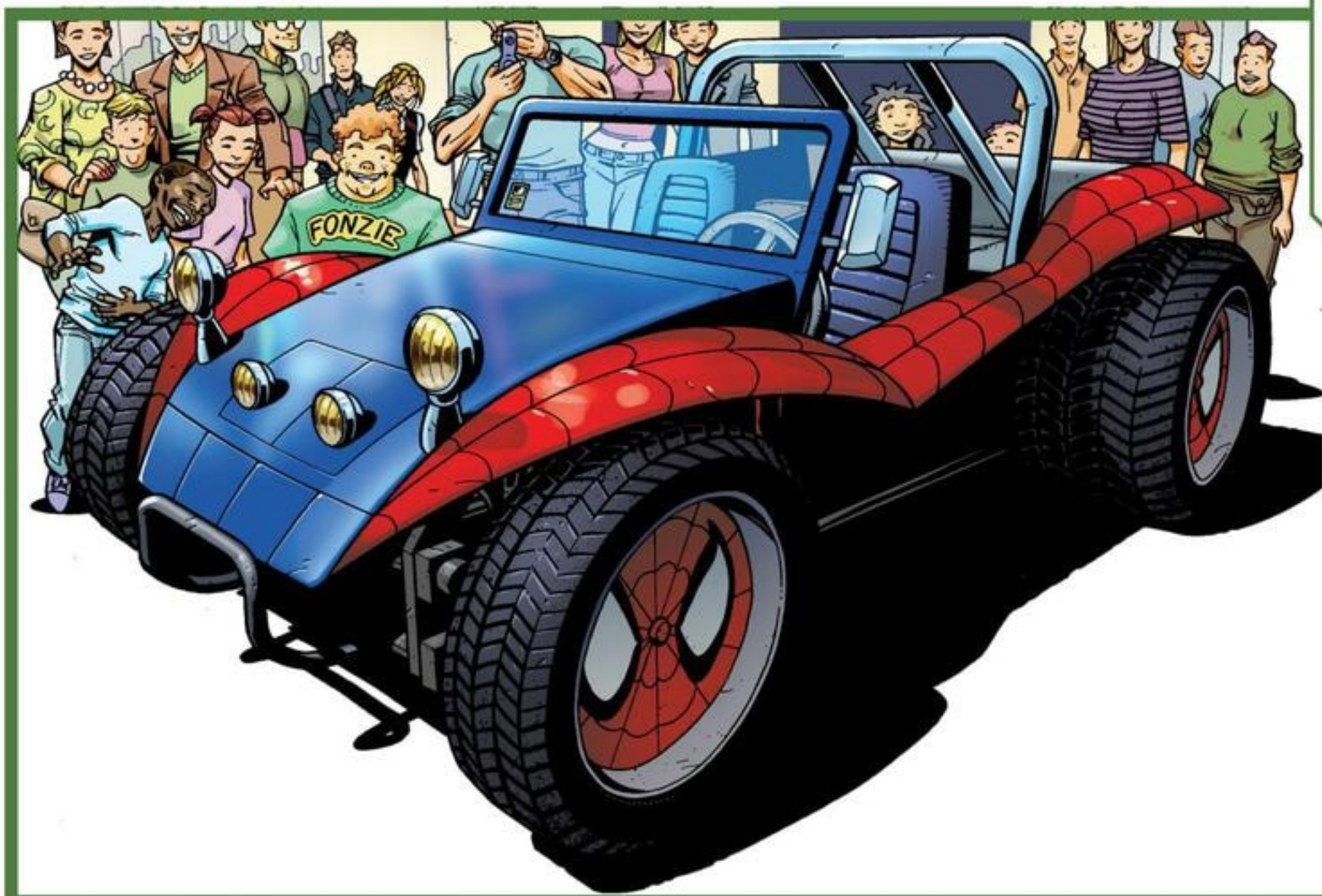
♦ Flight 1

### WEAPONS

♦ None

## SPIDER-MOBILE

Art by Derec Donovan & Antonio Fabela



HEALTH  
**100**

DAMAGE  
REDUCTION  
**-1**

**Ground Speed: 20**  
**Climb Speed: 10**  
**Size: Big**  
**Passengers: 2**

### PROFILE

The original Spider-Mobile was a modified dune buggy made with special wheels so sticky that it could drive up walls and even upside down. Spider-Man (Peter Parker) built it with the help of the Human Torch (Johnny Storm).

Spider-Man later debuted a new model when he was the chief executive officer of Parker Industries. This version features voice controls and the ability to move the steering wheel to the passenger side on the fly. It can also sprout eight legs, allowing it to cross areas other cars could not traverse. (Use the Climb Speed when these are deployed.)

### POWERS

♦ Wallcrawling

### WEAPONS

♦ None



## THE ULTIMATE FANTASTIC INITIATIVE RULE

According to the *Core Rulebook*, when a character gets a Fantastic result on their initiative check, they get to take part in a bonus round before the main combat begins.

Now, in addition to that, if a character gets an ultimate Fantastic success (6 M 6) on an initiative check, they can turn their Marvel die to an M on any single action check they make during the bonus round.

## THE BATTLE MULTIPLIER

As described in the *Core Rulebook*, characters determine their Health by multiplying their Resilience by 30, and they determine their Focus by multiplying their Vigilance by 30. This leads to most battles between evenly matched combatants lasting three to four rounds.

However, the group might want fights in their games to be shorter or longer than that.

To make the fights snappier and riskier, lower the Health/Focus multiplier. For a nearly instant battle, make the multiplier 10.

To set up epic knockdown fights, raise the Health/Focus multiplier. For a battle that could last multiple sessions, try raising the multiplier all the way up to 100.

**Example:** Spider-Man (Peter Parker) has a Resilience of 3 and a Vigilance of 3. This normally gives him a Health of 90 and a Focus of 90. With a multiplier of 10, his Health and Focus become a scant 30 each instead. With a multiplier of 100, his Health and Focus become a massive 300 each.

## DISARMING

Sometimes, a character wants to use an action to disarm an opponent rather than attacking them directly. For that, they can use a new action called *disarm*. This should be used in place of the rules for attacking objects being used by another character (*Core Rulebook*, page 40).

To use a disarm action, the character makes a Melee or Agility attack with trouble on an object or weapon held by someone else. If the attacker has already grabbed the target, ignore the trouble. If the attacker wants to disarm someone another character has grabbed, the trouble stacks with the normal rules for attacking entangled characters.

If the attack succeeds, the target drops what they're holding in an adjacent space. On a Fantastic success, the object or weapon is destroyed. On a Fantastic success with a melee attack, the attacker can choose to take the object or weapon instead of destroying it, assuming it's not attached to the target. Picking up and readying an item or weapon that was dropped due to a disarm requires an action.

Iconic weapons cannot be destroyed in this manner.

The disarm action can be used only against common handheld weapons, like swords and guns, or improvised weapons used in similar ways. A character cannot use a disarm action to destroy a mounted machine gun, for example. Also, a disarm action cannot be used against weapons physically attached to the target.

### Disarming With Webbing

A character with the Webcasting power can use it to target a weapon rather than a person. This is an Agility attack

with trouble, as normal. If the attack succeeds, the weapon is webbed to something solid nearby, like a wall or floor or even to the person holding it. On a Fantastic success, the character can yank the weapon out of the holder's hand and take it for themselves or hurl it away.

Similarly, a character with the Webgrabbing power can use it to target a weapon rather than a person. This is an Agility attack with trouble, as normal. If the attack succeeds, the webs grab the weapon. On a Fantastic success, this gums up the weapon, disabling it for one hour.

After any kind of success on this Webgrabbing attack, the character can use a standard action or reaction to make a Melee vs. the target's Melee defense action check. If they succeed, they can yank the weapon out of the holder's hand and take it for themselves or hurl it away. On a Fantastic success, the person they take the weapon from is surprised for one round.

## MINDSWAPPING

When Doctor Octopus took over Peter Parker's body to become the Superior Spider-Man, they fought a mental duel. This is common between telepaths, but since Doctor Octopus doesn't have such powers, he used technology to force a link between his mind and Parker's.

Use the following rules to simulate a similar situation in a game. For full rules for mental duels, consult the *X-Men Expansion*.

To engage in a mental duel, the combatants must be connected telepathically. In a regular telepathic duel, this can be forged by the Telepathic Link power, the Telepathic Network power or some other means.

In the case of Doctor Octopus, he forced the link by secretly mapping Spider-Man's brain when he found the opportunity. Once that was done, he loaded his own mind into an Octobot (much like a Spider-Bot but with longer, thinner legs) and had it stab a probe into the back of Spider-Man's neck when his guard was down.

Normally, forcing a foe into a mental duel requires the character to make a Logic vs. the target's Vigilance defense action check with trouble. Doctor Octopus' patience and method allowed him to make the check with an edge instead. He got one edge for mapping the target's brain and a second edge for making direct contact with the brain for the upload. (Two edges minus one trouble results in one edge.)

On a failure, the character cannot attempt to link with the target in this way for the rest of the day. On a success, the character can communicate with the target for as long as the concentration lasts, during which the duel begins. On a Fantastic success, the target cannot break the telepathic link for the rest of the day.

### The Mindscape

When the duel begins, the characters involved leave their bodies behind and enter a private mindscape in the Astral Plane. During the duel, they cannot perceive anything happening around them in the real world, as all of their attention is focused on winning—or at least surviving—the mental duel.

If a character engaged in a mental duel takes Health damage at any point, it can break them out of the duel. When this happens, they must make a Vigilance check to remain



in the duel. The target number for the check is the amount of Health damage done to them. If the character fails the Vigilance check, they are forcibly disengaged from the mental duel.

A combatant (who has not been forced into the duel) can try to disengage voluntarily. To do so, they must use a standard action to make a Vigilance check against their opponent's Vigilance defense. If they succeed, they can disengage. Otherwise, they must remain in the duel until at least the next round, when they can try to disengage again.

When a character disengages, any foes who wish to can make one last attack against them as a reaction.

In the mindscape, each participant can declare what their side of the battlefield looks like, and these mentally constructed areas often reflect the character's personality and history.

This can include a new costume, look or form for each participant. If they see themselves as serving a noble purpose, for instance, they might appear as a knight in shining armor. If they are more relaxed and self-assured, they might instead show up in casual clothes on a beach.

As the fight rages on, the nature of the battlefield often changes to represent who has the upper hand at the time. If one combatant is winning, their side of the battlefield seems to loom over the other, threatening to swallow it whole. When one side wins, the winner's portion of the battlefield dominates the mindscape completely.

## The Duel

Once the duel has begun, the combatants use their regular telepathic powers to fight each other until one of them either gives up or is demoralized by losing all of their Focus.

Ranges mean nothing in such a space. However, most powers do not function well in a mental duel, as they are meant to work in physical spaces, and the mental battlefield doesn't accommodate them.

The following powers work normally while on the mental battlefield.

- ▶ Mental Shelter
- ▶ Mind Interrogation
- ▶ Mind Reading
- ▶ Telepathic Blast
- ▶ Uncanny 1–4

Mental Shelter only has an effect if there are allies involved in the battle whom the character wants to protect or affect. Mind Interrogation and Mind Reading have no direct effect on a foe, but it may be that the duel is just an excuse for a character to delve into the mind of another without them being aware of it.

The following telepathic powers do not work at all, as they depend on tricking an observer's mind. Because the mental duel takes place inside of the combatants' shared telepathic link, such deceptions are impossible.

- ▶ Cloak
- ▶ Cloak Group
- ▶ Fool
- ▶ Grand Fool
- ▶ Grand Mirage
- ▶ Mirage

Mental Punch also does not work, as there is no way to engage in actual melee in the mental battlefield.

All characters in a mental duel can use the Telepathic Blast power, even if they don't normally have it or meet the prerequisites. Many mental duels come down to the combatants trading Telepathic Blasts—as if in a psychic boxing match—until only one side is left standing.

## The Aftermath

When a character wins a mental duel, their side of the battlefield grows until it dominates the entire thing. This symbolizes their victory.

If a character is demoralized during a mental duel, they lose. The victors can then allow the demoralized character to concede and exit the duel.

However, a victor could instead take advantage of their foe's vulnerability and use other telepathic powers against them while they are weakened. This can include using the following powers:

- ▶ Command
- ▶ Domination
- ▶ Edit Memory
- ▶ Memory Blip
- ▶ Orders
- ▶ Telepathic Possession

The victor has an edge on any attempt to use such powers against defeated foes. The defeated characters can attempt to disengage from the mental battlefield at the start of each of their turns, just like normal.

In the case of Doctor Octopus' mindswap, the Octobot he used helped force Parker to engage in the battle. The machine also gave Doc Ock the Telepathic Possession power, allowing him to take over Parker's body once he was victorious.

## NEW CONDITIONS

There are five new conditions that can affect characters, along with new rules on how conditions affect characters who have damage reduction. (Actually, only *exhausted* and *frightened* are new to this book. The others first appeared in the *X-Men Expansion* but are repeated here for your convenience.)

### Damage Reduction

Each level of Health damage reduction protects a character from up to 5 points of Health damage per turn from conditions like ablaze. For example, Sturdy 2 protects a character from up to 10 points of Health damage from conditions per turn. Any damage over and above that protection affects the character normally.

Damage from various kinds of conditions does add up, but only from different conditions. If a character is ablaze, for instance, they take 5 points of damage at the end of their turn. They cannot be more ablaze, even if they're set on fire by several things at the same time.

However, if the character also suffers from another condition that causes 5 points of damage at the end of their turn—like corroding (see below)—they take a total of 10 points of damage at the end of their turn. If they have Sturdy 1, that protects them from 5 points of damage per turn, but the remaining 5 points get through.



If there is doubt as to what kinds of damage a character might suffer from or be immune to, the Narrator chooses how to allocate such damage.

## Corroding

If a character is affected by corrosive chemicals—like burning acids—they are corroding. A corroding character loses 5 Health at the end of each of their turns until they die or the condition ends. Being washed with copious amounts of water can remove the corrosive chemical.

## Exhausted

Many heroes push themselves too hard for too long when in a crisis. The exhaustion this causes affects them physically and mentally.

This can come about for many reasons. The character could go without sleep for more than 24 hours. They could be ill from a respiratory disease. They could have been tortured. They could have spent all week at a gaming convention.

When a character is exhausted, they must add +5 for every 24 hours to the Focus cost of any powers that have a Focus cost. This penalty ignores the regular cap on spending Focus.

**Example:** Spider-Man (Peter Parker) has been up for more than 72 hours. Webtrapping normally costs 10 Focus, but it now costs 25 Focus. Spider-Man's Focus spending cap is 20, but since the overage is due to the penalty, he can still spend enough Focus to activate the power.

In addition, an exhausted character has trouble on all actions.

The exhaustion ends once a character gets a good night's sleep.

## Frightened

The character is struck with fear. They must immediately make an Ego vs. TN 13 action check. If they fail, the fear paralyzes them for one round. If they succeed, they must use their standard action and their movement action to flee from their attacker at their top speed for one round. On a Fantastic success, they are no longer frightened and can act normally, including reacting to whatever it was that caused them to be frightened.

## Infected

The character has been infected with a disease of some sort. To be infected, the target of an airborne infection must be within 3 spaces of the source of the infection and breathe air that the source can affect. If the infection is passed by contact, this requires a successful melee attack that does at least 1 point of damage.

Either way, once exposed, the target must immediately make a Resilience check (which does not cost an action) against the infection's target number. Unless otherwise stated, the standard is TN 12, but it can vary with the virulence of the infection. A Fantastic result on resisting an infection gives the target immunity to that disease for a full day. Otherwise, the source may affect the target again on the next turn.

If the target does not breathe (or does not have to breathe), it cannot be infected by an airborne infection. To hold their breath to avoid infection, a character must use a standard action or reaction. At the start of each of their turns thereafter,

they must make a Resilience vs. TN 10 check to continue effectively holding their breath.

The effects and the timing of the incubation of the infection vary with the disease, as do any cures and duration. A common cold, for instance, doesn't affect the character until the next day, and then it gives them trouble on all actions. After a good night's rest, the character makes a Resilience vs. TN 12 action check. If they succeed, they are cured. If they fail, subtract 1 from the TN each day thereafter. While suffering from the disease, the target can infect others in the same way that they were originally infected.

## Poisoned

If a character is poisoned, they must make a Resilience vs. TN 18 action check at the start of each of their turns. (This does not cost an action.) If they fail, they lose 1 Health. If they succeed, they are fine that turn. A Fantastic success means the poison has passed from their system and no longer affects them.

Many poisons have an antidote. Others do not, but they may be cured or removed by certain powers.

If the poison was ingested, for instance, swallowing activated charcoal can neutralize it. Most emergency medical facilities have supplies of this on hand. Such places often also have antivenom to help with injected venoms or poisons. Many super-hero teams have stocks of both at their headquarters.

Most characters with the Healing Factor power can effectively ignore poisons, as their power can replace the lost Health point.

If a poison has not killed a character within 24 hours, their system eliminates it.



Art By Ed McGuinness, Cliff Rathburn & Marcio Menyz



## NEW ORIGINS

This section slightly revises the Symbiote origin from the *Core Rulebook*. Players can continue to use the original Symbiote origin, but these new versions are for those who want a more detailed take on Symbiotes. Note that powers that are granted by an origin *do* count against the total number of powers a character is allowed. Unless otherwise restricted, the character can add other powers up to their regular allotment.

### Symbiote: Knull

The character has bonded with one of the Klyntar, a race of alien symbiotes created by the alien god Knull and which has long been under his influence—unlike the Venom symbiote and its offspring. When a character bonds with such a symbiote, they go up one rank and gain the listed powers, which must be picked for the powers that the rank gives.

**Traits:** Anathema: Lightning/Anti-Venom, Berserker

**Powers:** Disguise, Environmental Protection, Healing Factor, Mighty 1

### Symbiote: Venom

The character has bonded with a symbiote that is either the Venom symbiote or descended from it. When a character bonds with such a symbiote, they go up two ranks and gain the listed traits and powers, which must be picked for the powers that the ranks give.

**Examples:** Carnage, Venom (Eddie Brock), Shriek

**Traits:** Anathema: Extreme Heat/Extreme Sonics/Anti-Venom, Berserker, Symbiotic Spider-Blinder

**Powers:** Disguise, Environmental Protection, Healing Factor, Mighty 1, Webcasting, Wallcrawling

## NEW TRAITS

This section features a number of traits that originally appeared in the *X-Men Expansion* but are reproduced here

for your convenience. In addition, there are two new traits: Suspicious and Symbiotic Spider-Blinder.

The profiles in Chapter 11 of this book use these traits, and other characters can use them as well. If you've already created an original character and would like to use one of these new traits, speak with your Narrator about it. If it makes sense to do so, you can swap a previously chosen trait for a new one. This could represent a transformation into a new period for the character, or it could be simply a redefinition of who the character has always been.

### Hive Mind

The character has some independence but is connected to others of their kind by a telepathic network with an unlimited range and an unlimited number of members. When given orders by the leader of that network, the character must make an Ego vs. TN 18 action check or follow those orders. On a Fantastic success, the character can choose to permanently break free from the network.

### Infector

The character can infect a target with a disease, which must be chosen along with the trait. The most notable examples are the Carrion Virus and Spider-Wasp Venom.

See the infected condition (page 137) for details about how infection works, the Clones section (page 118) for the effects of the Carrion Virus, and the Spider-Wasp Venom section (page 125) for the effects of Spider-Wasp Venom.

### Magic Item Reliance



The character relies on a magically empowered item for some or all of their powers. When they take Health damage that would render them unconscious, they can instead choose to lose all of their magic-item-related powers and remain conscious with 1 point of Health left.

Similarly, if they take Focus damage that would render them demoralized, they can instead choose to lose all of their magic-item-related powers and have 1 point of Focus left.





Magic items are notoriously difficult to destroy. They cannot be harmed by most attacks. However, they can be taken away or lost. Many characters would go to great lengths to recover the magic items that grant them powers.

## Suspicious

The character is naturally suspicious of people who are hiding something. When someone with a secret identity makes a Logic check to try to convince the character that they're mistaken about the secret identity, the character gives them trouble.

## Symbiotic Spider-Blinder

While the character is bonded to a symbiote, they cannot be detected by the Spider-Sense of any character who was previously bonded to the same symbiote. This effect is passed on to the symbiote's offspring as well.

The reason is that Spider-Sense detects the previously bonded symbiote as part of itself and thus not a threat. As such, the affected character does not gain an edge on Vigilance checks to perceive danger from such a symbiote. Nor do such symbiotes have trouble on Agility checks against the character's Vigilance defense.

**Example:** Because Spider-Man (Peter Parker) was once bonded to the Venom symbiote, his Spider-Sense cannot detect the Venom symbiote or anyone bonded with it. This also applies to all of Venom's offspring, like Carnage, Sleeper and so on.

## Unusual Size

The character's regular size is beyond those for small, average or big, as shown on the Resize Effects table (see page 73 of the *Core Rulebook*). When picking this trait, the player must choose the character's size: microscopic, miniature, tiny, little, huge, gigantic, titanic or gargantuan. Apply the modifiers listed on the Resize Effects table, just as if the character had grown or shrunk to that size, but permanently.

The one exception is a character's Flight Speed. If they are microscopic, miniature, tiny or little, calculate their Flight Speed as if they were small-sized. If they are huge, gigantic, titanic or gargantuan, calculate their Flight Speed as if they were big-sized.

## NEW TAGS

This section features new tags used by characters in Chapter 11 of this book. Other characters can use them as well. (Mental Health Conditions and Mobility Issues originally appeared in the *X-Men Expansion* but are reproduced here for your convenience.)

If you've already created an original character and you would like to use one of these new tags, speak with your Narrator about it. If it makes sense to do so, you can add the new tag, perhaps even replacing a previous one. This could represent a transformation into a new period for the character, or it could be simply a redefinition of who the character has always been.

## Clone

The character is a clone of another character. See the Clones section starting on p. 118 for more on how this may affect them.

## Mental Health Conditions

The character has mental health conditions. These might include anxiety, depression, dissociative identity disorder or other conditions.

## Mobility Issues

The character has mobility issues. This can range from using a cane to using a wheelchair.

## Patron

The character has a wealthy benefactor they can ask to purchase them anything within reason. The patron could be an individual, an organization or even a government. The character's access to the resources the patron provides depends on their relationship with the patron. If they anger or embarrass their patron, they might be cut off and have to remove this tag.

This is similar to the Rich tag, but the character is relying on someone else's wealth. One example of this happened recently when Peter Parker worked for a repentant Norman Osborn. Parker had access to Osborn's resources while he continued to work with him.

## NEW POWERS

A number of the character profiles in this book feature new powers. Some of these powers belong to entirely new power sets. Others are new additions to current power sets.

Some of these appeared in the *X-Men Expansion*, but they are included here for your convenience.

The new power sets are:

- ▶ Healing
- ▶ Luck
- ▶ Sixth Sense

Each of these new power sets is described in detail below. In addition, there are new powers or clarifications for the following power sets:

- ▶ Resize
- ▶ Spider-Powers
- ▶ Telekinesis
- ▶ Telepathy
- ▶ Teleportation

There are also some notes on existing powers and power sets. Be sure to check [Marvel.com/rpg](http://Marvel.com/rpg) where clarifications on powers are sometimes addressed in the Rules FAQ, and new concepts are tested in the Tony's Workshop section.

## Elemental Control



There are three new types of elements that characters can select for their Elemental Control powers: chemicals, toxins and swarms. Their special effects are as follows:

- ▶ **Chemical:** The target is corroding.
- ▶ **Toxin:** The target is poisoned.
- ▶ **Swarm:** The target is frightened.

Each type of Elemental Control power is considered a distinct power set. This means that similar powers that use different elements are considered different powers too.



## Healing



This power set allows the character to heal both physical and mental damage. This ranges from stopping bleeding all the way up to resuscitating someone who is technically dead. Characters like Anti-Venom often use such powers.

### Powers List

- ▶ Cure-All
- ▶ Healing Hands
- ▶ Let's Go
- ▶ Never Surrender
- ▶ Restore
- ▶ Resurrect
- ▶ Soothing Touch

## Luck



This power set gives a character the ability to influence probability, both for good and for bad. This can cause the most unlikely of things to happen—although not the impossible. Black Cat is a primary example of a character with such powers.

Remember that edges due to the same factor do not stack. This means that a character can have only one edge from a Luck power at a time. This is true whether the Luck powers belong to the same character or different characters.

### Powers List

- ▶ Charmed Life
- ▶ Evil Eye
- ▶ Jinx You
- ▶ Jinx You All
- ▶ Lucky Me
- ▶ Lucky Us
- ▶ Lucky You
- ▶ Real Jinx
- ▶ Wish You Luck

## Resize



There are no new powers for the Resize power set, but there are two clarifications.

**Flight:** Most of a character's speeds are recalculated when the character changes size. However, Flight Speed does not change. The character flies at their regular Flight Speed no matter their size. See Unusual Size on calculating a character's flight speed if they are usually a different size than average.

**Growing Into Spaces:** When a character grows into spaces occupied by other things, characters who are little or smaller remain where they are and can occupy the same space as the growing character, just like normal. However, characters who are average size or larger are shoved aside by the growing character. Move them as few spaces as possible, leaving them in a space adjacent to the growing character. If the character or object the growing character pushes up

against is normally unmovable, the growing character should move their own center to accommodate this.

Treat any attempt to crush another character in this way as if the growing character is throwing themselves at the character they want to crush. This requires an Agility vs. the target's Agility defense action check, and a failure damages the attacker. A success damages both the attacker and the target.

## Sixth Sense



This power set covers the knowledge of things that have already happened, are currently happening or will happen at some point in the future. This can range from the content of someone's DNA all the way up to the death of a star on the far side of a galaxy. It also can help you figure out what happened in a particular place or—perhaps more importantly—what's likely to happen in the near future.

If possible, the Narrator and the player should work out a way to communicate such information secretly. This could be as simple as passing notes back and forth or sending private messages electronically. This way the player can decide what to do with the knowledge their power grants them, including if and when to reveal it.

Characters don't have to tell the other members of their team the truth about what's going to happen. After they establish proof of their power, they can use that earned trust however they like.

Tinkering with visions of the future is always fraught with challenges. Any future events that a character sees or knows about are not set in stone. They only present the most likely outcome. Characters can try to prevent these events from coming about, although they might not succeed. In fact, their attempts might unintentionally cause the feared events to happen.

### Powers List

- ▶ Cosmic Awareness
- ▶ Danger Sense
- ▶ Detect Supers
- ▶ Intuition
- ▶ Microscopic Awareness
- ▶ Postcognition 1–4
- ▶ Precognition 1–4

## Spider-Powers



Be sure to see new rules around webbing and stunts earlier in this chapter, all of which apply to Spider-Powers. There are also six new powers for the Spider-Powers set:

### Powers List

- ▶ Razorwebs
- ▶ Repulse
- ▶ Stick Around
- ▶ Venom Bash
- ▶ Venom Burst
- ▶ Venom Sword



## Telekinesis



There are no new powers for the Telekinesis set, but there is a new rule for determining how large an object a character can use such powers on.

Use the rules for physically carrying and lifting things found in the *Core Rulebook*. However, when using Telekinesis powers, the character should make Logic checks rather than Melee checks when required. In addition, a character can act as one size bigger for these purposes for each level of Brilliance that they have, much in the way Mighty amplifies doing such things physically.

## Telepathy



There is one new power for the Telepathy power set: Copy Psyche. This allows a character to entirely copy another person's mind and then either share it or move it to another body or specialized storage system.

### Powers List

- Copy Psyche

## Teleportation



There is one new power for the Teleportation power set: Telespot. It allows a character to affect things at a distance or to deflect attacks.

### Powers List

- Telespot

## POWER DESCRIPTIONS

### Charmed Life

*The character seems like they were born lucky.*

**Power Set:** Luck

**Prerequisites:** Rank 4

**Duration:** Permanent

**Effect:** The character gains an edge on any single action check each round. This does not stack with any other edges.

### Copy Psyche

*The character can move whole minds around.*

**Power Set:** Telepathy

**Prerequisites:** Information Upload, Rank 4

**Action:** Standard

**Duration:** Instant

**Cost:** 15 Focus

**Effect:** The character can copy the mind of a person with whom they have established a telepathic link and store it in their own mind. This power can also be used to transmit a mind—either theirs or a

stored copy of someone else's—into the mind of another person with whom they've established a telepathic link. Additionally, it can be used to erase a copy of a mind from a person's brain.

A character can hold up to one extra mind in their head for every rank the character has. The person whose mind was copied suffers no ill effects.

The character can have conversations with the minds stored in their head, and the guest minds can try to influence the character's decisions and actions. If the character wants to know something that's in a guest mind, they can use the Mind Reading power on it. However, they don't have to first establish a telepathic link to do so.

At the end of every day that a character has more than one mind in their head, they must make a Resilience vs. TN 10 action check. If they fail, they lose 5 Focus. This Focus cannot be regained until the character gets rid of any extra minds. It may take a while, but eventually, the character is sure to wind up demoralized until they rid themselves of any extra minds.

If a character with extra minds in their head wants to remove an extra mind, they can make a Logic vs. the mind's Logic defense action check. If they succeed, they permanently delete the copied mind from their brain. If they fail, they lose 5 Focus.

When a character with extra minds in their head is demoralized, any mind inside them can attempt to take over their body. To do so, the mind must make a Logic vs. the character's Logic defense action check. On a success, the mind gains control of the character's body. (If more than one mind tries this at once, the highest result prevails.) On a Fantastic success, the mind takes over the target's body with the body's Focus fully restored.





If a target does not want to have an extra mind placed in their head in the first place, the target must first be demoralized before the attempt is made. Then the character using this power must make a Logic vs. the target's Logic defense action check. On a success, the new mind is copied over. On a Fantastic success, the mind takes over the target's body with the body's Focus fully restored.

If a body is taken over in this way, the original mind remains and cannot be removed. It can try to take over its body again if the new controller of the body becomes demoralized.

If a character with extra minds in their head is shattered, all extra minds in it are permanently lost, in addition to the regular effects.

## Cosmic Awareness

*The character can detect details about things anywhere in the universe.*

**Power Set:** Sixth Sense

**Prerequisites:** Microscopic Awareness, Rank 4

**Action:** Standard

**Duration:** Concentration

**Range:** Unlimited

**Cost:** 15 Focus

**Effect:** The character can sense selected things at any distance from them, as long as they are in the same universe as what they are attempting to detect. This can include the location, relative velocity and overall emotional and physical status of any item, creature or group known to the character.

## Cure-All

*The character can cure what ails you—mostly.*

**Power Set:** Healing

**Prerequisites:** Healing Hands, Rank 4

**Action:** Standard

**Duration:** Instant

**Range:** Reach

**Cost:** 15 Focus

**Effect:** With a touch, the character can cure any temporary ailments a target suffers from. The character makes an Ego vs. TN 12 action check. On a success, the effects of the ailment end immediately. On a Fantastic success, treat the result like a recovery check, and the target gains back that much of any Health and Focus lost to the condition.

This can affect conditions including ablaze, bleeding, blinded, corroding, deafened, demoralized, paralyzed, poisoned and unconscious. If the target was demoralized, they now have 1 Focus, and if the target was unconscious, they now have 1 Health. (They can have more if the character got a Fantastic success and recovered more for them.)

Note that this only works on acute conditions and diseases, those the target has contracted recently and that would—under ideal circumstances—resolve soon, leaving them alive. It does not affect chronic or permanent diseases or serious diseases that are likely to be fatal.

For instance, it can cure temporary deafness but not permanent deafness. It can stop an allergy attack but not the allergies themselves. It can cure poison but not cancer. It has no effect against the Techno-Organic virus, the Transmode virus, the Legacy virus or other such diseases.



Art by Tom Fowler & John Rauch



## Danger Sense

*The character can feel danger on the way.*

**Power Set:** Sixth Sense

**Prerequisites:** Precognition 1, Rank 2

**Duration:** Permanent

**Effect:** Even if the character doesn't get a Fantastic result on their initiative check, they get a turn during the bonus round of any combat they are in. This works even if no one else in the combat can act in the bonus round.

## Detect Supers

*The character can sense super-powered people.*

**Power Set:** Sixth Sense

**Prerequisites:** None

**Action:** Standard

**Duration:** Concentration

**Effect:** The character can sense anyone within a certain distance of them who has super-powers. This reveals a count of the number of people who have powers and their rough distance and direction from the character. It doesn't supply any other information, like name, appearance, the type of powers and so on.

Note that powers that can be picked by someone with the Special Training origin are not considered super-powers.

When the character picks this power, they have two options. They can take the power as it is, or they can limit it to detecting powers from a single origin, like Mutant or Alien (including all subtypes). If they take the regular power, its range is 5 miles. If they take a limited power, its range is 25 miles. For example, the character can have Detect Supers with a range of 5 miles or Detect Supers: Mutants with a range of 25 miles.

## Evil Eye

*The character can inflict trouble on those who cross their path.*

**Power Set:** Luck

**Prerequisites:** Jinx You, Rank 2

**Action:** Standard

**Duration:** Concentration

**Range:** 5 spaces per rank

**Cost:** 5 Focus per turn

**Effect:** The character picks a foe in their line of sight. That foe has trouble on all action checks made for the power's duration. There is no limit on the range between the character and the foe once the power is activated.

The character must pay the Focus cost at the start of each of their subsequent turns of concentration to keep the power working.

## Healing Hands

*The character has a healing touch.*

**Power Set:** Healing

**Prerequisites:** Let's Go, Rank 3

**Action:** Standard

**Duration:** Instant

**Range:** Reach

**Cost:** 10 or more Focus

**Effect:** The character can heal a target creature with a touch. For every point of Focus the character spends, the target regains a point of Health, up to their maximum score. The character must spend at least 10 Focus to use the power. Any Health points that would have been healed beyond the target's maximum Health are lost.

## Intuition

*The character has a bad feeling about this.*

**Power Set:** Sixth Sense

**Prerequisites:** Rank 2

**Action:** Standard

**Duration:** Instant

**Cost:** 5 Focus

**Effect:** When faced with a decision, the character can get a feeling about which choice would be best for them in the long run. When activating this power, the player presents the choice to the Narrator, and the Narrator tells them which choice the intuition is leading the character toward.

Characters should take care when using this power. What is best for them might not be best for the rest of the team or anyone else they care about. Also, what's best in the long run might not be best for the character in the short run. In fact, what's best is often up for interpretation.

## Jinx You

*The character can hit you with a jinx.*

**Power Set:** Luck

**Prerequisites:** Rank 2

**Action:** Standard

**Duration:** Concentration

**Range:** Reach

**Cost:** 5 Focus per turn

**Effect:** The character makes a Melee check to touch the target. On a success, the power takes effect, and that foe has trouble on all action checks made for the power's duration. On a Fantastic success, the target also takes standard (not doubled) Melee damage.

The character must pay the Focus cost at the start of each of their subsequent turns of concentration to keep the power working.

## Jinx You All

*The character can jinx a whole group of foes at once.*

**Power Set:** Luck

**Prerequisites:** Evil Eye, Rank 3

**Action:** Standard

**Duration:** Concentration

**Range:** 5 spaces per rank

**Cost:** 10 Focus per turn

**Effect:** The character picks up to one foe per rank in their line of sight. Those foes have trouble on all action checks made for the power's duration. There is no limit on the range from the character to their foes once the power is activated.

The character must pay the Focus cost at the start of each of their subsequent turns of concentration to keep the power working.



## Let's Go

The character can get a friend back on their feet.

**Power Set:** Healing

**Prerequisites:** Rank 2

**Action:** Standard or reaction

**Trigger:** The target is knocked unconscious.

**Duration:** Concentration

**Range:** Reach

**Cost:** 5 Focus

**Effect:** The character can eliminate the effects of a target losing all of their Health. Rather than falling unconscious, the target remains awake and mobile. They can use movement actions but not reactions or standard actions.

This does not protect a character from death. They can be killed normally, and this power cannot bring back a dead character.

Once the power takes effect, the target does not have to remain within the character's reach. When the effect ends, if the target has 0 Health or less, they become unconscious.

If the target's Health rises above 0 at any point, this power automatically ends.

## Lucky Me

Things are about to go the character's way.

**Power Set:** Luck

**Prerequisites:** Rank 2

**Action:** Standard

**Duration:** Concentration

**Cost:** 5 Focus per turn

**Effect:** The character gains an edge on all action checks made while this power is in effect. The character must pay the Focus cost at the start of each of their subsequent turns of concentration to keep the power working.

## Lucky Us

The character can share their good fortune with many friends.

**Power Set:** Luck

**Prerequisites:** Wish You Luck, Rank 3

**Action:** Standard

**Duration:** Concentration

**Range:** 5 spaces per rank

**Cost:** 10 Focus per turn

**Effect:** The character picks up to one ally in their line of sight per the character's rank. The character and those allies gain an edge on all action checks made while this power is in effect. There is no limit on the range from the character to their allies once the power is activated.

The character must pay the Focus cost at the start of each of their subsequent turns of concentration to keep the power working.

## Lucky You

The character can give good fortune to a friend.

**Power Set:** Luck

**Prerequisites:** Lucky Me, Rank 2

**Action:** Standard

**Duration:** Concentration

**Range:** Reach

**Cost:** 5 Focus per turn

**Effect:** The character touches an ally. That ally gains an edge on all action checks made while this power is in effect.

## Microscopic Awareness

The character can detect details about the smallest things.

**Power Set:** Sixth Sense

**Prerequisites:** Rank 2

**Action:** Standard

**Duration:** Concentration

**Range:** 1 space per rank

**Cost:** 5 Focus

**Effect:** The character can see and identify items that would normally require a microscope to detect, much less comprehend. This includes things like fingerprints, a single strand of hair and even a person's DNA. In the case of DNA, the character can use this to identify a person and link them to close relatives with similar DNA.





## Never Surrender

*The character can help a friend rally.*

**Power Set:** Healing

**Prerequisites:** Rank 2

**Action:** Standard

**Duration:** Concentration

**Range:** Reach

**Cost:** 5 Focus

**Effect:** The character can eliminate the effects of a target losing all of their Focus. Rather than becoming demoralized, the target can function normally without having trouble on all their actions due to their lack of Focus. They cannot spend more Focus, though, and they can still be shattered.

Once the power takes effect, the target does not have to remain within the character's reach. When the effect ends, if the target has 0 Focus or less, they become demoralized.

If the target's Focus rises above 0 at any point, this power automatically ends.

## Postcognition 1

*The character knows what just happened.*

**Power Set:** Sixth Sense

**Prerequisites:** Rank 2

**Action:** Standard

**Duration:** Instant

**Cost:** 5 Focus

**Effect:** The character can sense what happened to a particular person, place or item within their reach—including themselves—in the past six hours.

If using the power to analyze a person, they sense the events from the person's point of view, using that person's senses. If the person is unconscious, dead or otherwise senseless at any point during that time, the character cannot sense anything at those points either.

If using the power to analyze a place, the character can sense everything that happened in that place over that period of time, using their own senses. It seems to the character as if they are standing in their current location and position.

If using the power to analyze an item, the character senses how the item was affected or used over that period of time, no matter where it was located or how it moved. They can sense things as if the item had their senses.

The character can fast-forward and rewind through the period of time and stop at interesting parts, allowing them to play out in real time.

## Postcognition 2

*The character knows what happened in the past day.*

**Power Set:** Sixth Sense

**Prerequisites:** Postcognition 1, Rank 3

**Action:** Standard

**Duration:** Instant

**Cost:** 10 Focus

**Effect:** The character can sense what happened to a particular person, place or item within their reach—including themselves—in the past 24 hours. Otherwise, this power works the same as Postcognition 1.

## Postcognition 3

*The character knows what happened in the past year.*

**Power Set:** Sixth Sense

**Prerequisites:** Postcognition 2, Rank 4

**Action:** Standard

**Duration:** Instant

**Cost:** 10 Focus

**Effect:** The character can sense what happened to a particular person, place or item within their reach—including themselves—in any 24-hour period in the past year. Otherwise, this power works the same as Postcognition 1.

## Postcognition 4

*The character knows what happened in the past century.*

**Power Set:** Sixth Sense

**Prerequisites:** Postcognition 3, Rank 5

**Action:** Standard

**Duration:** Instant

**Cost:** 20 Focus

**Effect:** The character can sense what happened to a particular person, place or item within their reach—including themselves—in any week-long period in the past century. Otherwise, this power works the same as Postcognition 1.

## Precognition 1

*The character can see the near future.*

**Power Set:** Sixth Sense

**Prerequisites:** Intuition, Rank 2

**Action:** Standard

**Duration:** Instant

**Cost:** 5 Focus

**Effect:** The character gains a sense of what is going to happen to a particular person, place or item within their reach—including themselves—in the next 24 hours. The further out any particular future is, the harder it is for the character to be certain about elements of that future. However, they can sense broad paths. Especially perilous or likely (or worse, both) possibilities stand out like beacons in the night.

The player can ask the Narrator a single question about the day ahead and get an honest answer based upon what the Narrator thinks is most likely to happen. The Narrator should give short and direct answers without detailed descriptions. It is perfectly fine for the answer to be cryptic and to leave the player with more questions than they started with.

These answers do not dictate what is fated to happen. They only give hints as to possible futures. The choices the players make and the chances they take have a tremendous impact upon these outcomes.

Terribly unlikely things happen all the time, which means that the character's sense of the future is not infallible. However, they are rarely outright wrong.

This is a great power for a character the Narrator controls. They can use it to lead the players around, give them guidance and perhaps even set them up for a horrible betrayal. The characters, of course, don't have



to believe what a precognitive character tells them and might even openly defy their advice.

However, this can be an incredibly challenging power to handle as a player. The Narrator shouldn't spoon-feed details to the player. They should answer the player's questions in generalities when possible and not offer extra details. If the player isn't concerned enough about something to ask about it, then it doesn't occur to the character to consider that particular aspect of the future either.

If appropriate, the Narrator can state that the future is too uncertain to be determined at any particular moment. This often happens at climactic moments when there are too many possible futures to consider or when the ones available are equally likely to happen. The Narrator should use this option judiciously, though. If the character can't ever effectively use their power, that's a sure road to frustration.

The Narrator can also present the character with visions that the character didn't ask for. These often happen when something vitally important is destined (or at least likely) to occur that can negatively affect the character or people they care about. This could be a personal crisis or a disaster that's bound to catch the character up in it. Such visions still cost Focus. They drain the character, even if they were not requested.

## Precognition 2

*The character can see the week ahead.*

**Power Set:** Sixth Sense

**Prerequisites:** Precognition 1, Rank 3

**Action:** Standard

**Duration:** Instant

**Cost:** 10 Focus

**Effect:** The character gains a sense of what is going to happen to a particular person, place or item within their reach—including themselves—in the next week. Otherwise, this power works the same as Precognition 1.

Alternatively, the character can consider the fate of something within a mile of their location (rather than within their reach) over the next 24 hours. The character simply closes their eyes and thinks about the thing in question, which must be something they already know about.

## Precognition 3

*The character can see the month ahead.*

**Power Set:** Sixth Sense

**Prerequisites:** Precognition 2, Rank 4

**Action:** Standard

**Duration:** Instant

**Cost:** 15 Focus

**Effect:** The character gains a sense of what is going to happen to a particular person, place or item within their reach—including themselves—in the next month. Otherwise, this power works the same as Precognition 1.

Alternatively, the character can consider the fate of something within a mile of their location (rather than within their reach) over the next week, or something within 100 miles of their location over the next 24 hours.

The character simply closes their eyes and thinks about the thing in question, which must be something they already know about.

## Precognition 4

*The character can see a whole year ahead.*

**Power Set:** Sixth Sense

**Prerequisites:** Precognition 3, Rank 5

**Action:** Standard

**Duration:** Instant

**Cost:** 20 Focus

**Effect:** The character gains a sense of what is going to happen to a particular person, place or item within their reach—including themselves—in the next year. Otherwise, this power works the same as Precognition 1.

Alternatively, the character can consider the fate of something within a mile of their location (rather than within their reach) over the next month, or something within 100 miles of their location over the next week, or something within 1,000 miles of their location over the next 24 hours. The character simply closes their eyes and thinks about the thing in question, which must be something they already know about.

## Razorwebs

*The character's webbing can cut!*

**Power Set:** Spider-Powers

**Prerequisites:** Webcasting

**Action:** Standard

**Duration:** Instant

**Range:** 10 spaces

**Effect:** The character makes an Agility attack on an enemy. If the attack is a success, the webbing does Health damage. On a Fantastic success, the attack also causes bleeding.

## Real Jinx

*The character is bad luck—for their foes.*

**Power Set:** Luck

**Prerequisites:** Rank 4

**Duration:** Permanent

**Effect:** All characters who attempt to harm the character by direct action have trouble on their action checks. This does not stack with any other trouble.

## Repulse

*The character can force things away.*

**Power Set:** Spider-Powers

**Prerequisites:** Stick Around, Rank 3

**Action:** Standard, movement or reaction

**Trigger:** Someone attacks the character.

**Duration:** Instant

**Range:** 1 space

**Cost:** 5 Focus

**Effect:** The character can force something touching them—or nearly touching them—away in the same way that the Stick Around power allows them to stick things together. A character attempting to avoid being repelled must make a non-combat Melee vs. TN 16 action check. If they succeed, they can act normally. In terms of the size of





something being repelled and how far it can be repelled, this works just like if the character was throwing it.

The use of the power is limited only by the character's creativity. Examples include shoving away an attacker, propelling themselves extra far with a jump, keeping something—or someone—hovering in the air and so on.

If used to cause something to hover, the maximum altitude this lifts the target is 1 space. If used to increase a jump, this adds 1 space to the character's Jump Speed for each rank.

## Restore

*The character can heal a shattered mind.*

**Power Set:** Healing

**Prerequisites:** Soothing Touch, Rank 5

**Action:** Standard

**Duration:** Instant

**Range:** Reach

**Cost:** 20 Focus

**Effect:** The character can bring a target back from being shattered. To attempt this, the character makes an Ego vs. TN 20 action check. On a success, the target is restored to 1 Focus. On a Fantastic success, the target is restored to full Focus.

With any kind of success, the character using this power is then reduced to 1 Focus. On a failure, they only have to pay the minimum cost of 20 Focus.

## Resurrect

*The character can help someone defy death.*

**Power Set:** Healing

**Prerequisites:** Healing Hands, Rank 5

**Action:** Standard

**Duration:** Instant

**Range:** Reach

**Cost:** 20 or more Focus

**Effect:** The character can try to bring a target back from the dead if they do so soon after the target's death. To attempt this, they must be able to touch the dead target's body, and that body must be relatively intact—at least enough so that if the person came back to life they wouldn't instantly die again.

The character makes an Ego action check vs. a TN equal to 10 plus 1 for every hour the target has been dead. For example, if the target has been dead for four hours, the TN is 14.

On a success, the target is restored to 1 Health. On a Fantastic success, the target is restored to full Health.

With any kind of success, the character using this power is then reduced to 1 Focus. On a failure, they only have to pay the minimum cost of 20 Focus.





## Soothing Touch

*The character can help get a friend's head back in the game.*

**Power Set:** Healing

**Prerequisites:** Never Surrender, Rank 3

**Action:** Standard

**Duration:** Instant

**Range:** Reach

**Cost:** 10 or more Focus

**Effect:** The character can restore a target creature's Focus with a touch. For every point of Focus the character spends, the target regains a point of Focus, up to their maximum score.

The character must spend at least 10 Focus to use the power. Any Focus points that would have been restored beyond the target's maximum Focus are lost.

## Stick Around

*The character can make things stick together.*

**Power Set:** Spider-Powers

**Prerequisites:** Wallcrawling, Rank 2

**Action:** Standard or reaction

**Trigger:** Someone attempts to move—or to move another character—within the power's range.

**Duration:** Concentration

**Range:** 1 space per rank

**Cost:** 10 Focus

**Effect:** The character can cause two things to be stuck to each other, in the same way that the Wallcrawling power allows a character to stick to surfaces. Breaking this connection requires a non-combat Melee vs. TN 16 action check, although the character can intentionally end it at any time.

The use of the power is limited only by the character's creativity. Examples include sticking a person to a floor so they can't move or be taken away, sticking a door closed, sticking something to the character's back so they can keep their hands free and so on.

## Telespot

*The character can create small teleports.*

**Power Set:** Teleportation

**Prerequisites:** Teleport 1, Rank 2

**Action:** Standard or reaction

**Trigger:** The character is attacked.

**Duration:** Instant

**Range:** 10 spaces per rank

**Cost:** 5 Focus

**Effect:** As a standard action, the character can deploy small teleports through which they can attack or otherwise affect items within 10 times their rank in spaces using the same action.

As a reaction, they can deploy a small teleport against a physical attack, deflecting it away or redirecting it to another target. They can harmlessly deflect any such attack automatically that isn't a Fantastic success.

Redirecting an attack to another target requires the character to make an Agility check against the new target's Agility defense. On a success, use the original attack's damage against the new target. On a Fantastic success, double the damage. On a failure, the original attack hits the character instead.

## Venom Bash

*The character charges up their fist for a bioelectric punch.*

**Power Set:** Spider-Powers

**Prerequisites:** None

**Action:** Standard

**Duration:** Instant

**Effect:** The character makes a bare-handed Melee attack. If the attack is a success, it does Health damage. On a Fantastic success, it does double damage, and if the target takes at least 1 point of Health damage, they are also stunned for one round.

## Venom Burst

*The character lets loose a massive bioelectric charge.*

**Power Set:** Spider-Powers

**Prerequisites:** Venom Bash, Rank 3

**Action:** Standard

**Duration:** Instant

**Cost:** 10 Focus

**Effect:** The character pounds the ground, arcing bioelectricity all around. Make a single Melee check and compare it to the Melee defense scores of any foes within 5 spaces of the character. On a success, affected targets are knocked prone. On a Fantastic success, they also take half Health damage.



## Venom Sword

*The character can create a sword of bioelectricity.*

**Power Set:** Spider-Powers

**Prerequisites:** Venom Blast, Rank 2

**Action:** Standard or reaction

**Trigger:** The character or an ally within reach is attacked.

**Duration:** Concentration

**Cost:** 5 Focus per round

**Effect:** The character can create a sword from their own bioelectricity and wield it in combat. It can be used against any target within reach, and it adds +2 to the character's Melee damage multiplier for attacks made with it. On a Fantastic success, the attack does double damage, and if the target suffers any actual damage, they are also stunned for one round.

This does not stack with other such bonuses.

## Wish You Luck

*The character can make a friend lucky, even from across the room.*

**Power Set:** Luck

**Prerequisites:** Lucky You, Rank 2

**Action:** Standard

**Duration:** Concentration

**Range:** 5 spaces per rank

**Cost:** 5 Focus per turn

**Effect:** The character picks an ally in line of sight. That ally gains an edge on all action checks made while this power is in effect. There is no limit on the range between the character and the ally once the power is activated.

The character must pay the Focus cost at the start of each of their subsequent turns of concentration to keep the power working.

## NARRATIVE POWERS

In addition to the new regular powers, there is an entirely new kind of power: narrative powers. These powers don't fit within the regular framework for powers. They break the standard rules, and because of that, they don't have rules in the same sense that standard powers do.

Narrative powers are ones that work in stories—like the kind you read in Marvel Comics—but are hard or impossible to pin down tightly with the regular rules. They can also throw off the balance of the game easily, so they're for use only by characters controlled by the Narrator.

Narrative powers are like Rank X characters (such as Galactus) or incredible items like the Infinity Gauntlet or the Cosmic Cube. They're so powerful that they can disrupt the entire game if not handled with the utmost care.

A prime example of a character with a narrative power is the mutant Isca the Unbeaten.\* (See the *X-Men Expansion* for more about her.) Her power can be summed up in a single short sentence: "I cannot lose." As you might imagine, a character with a power like this can throw things off. In any sort of straight-up fight, she literally cannot be beaten. On the other hand, remaining unbeaten doesn't mean that

\*EDITOR'S NOTE: ISCA THE UNBEATEN FIRST APPEARED IN X-MEN #12 (NOV. 2020) AND WAS PROFILED IN THE X-MEN EXPANSION, PAGE 210.  
--BRIAN THE BEATEN

she wins every conflict. It only means that she—or any side she chooses to take—cannot lose.

This can be interpreted and manipulated in all sorts of ways, and it requires careful attention from the Narrator. Otherwise, it can ruin the sense of fairness that goes into a role-playing game and reduce the game to a series of arguments about how such powers work and what they mean in any particular context.

The way a narrative power works often affects not only the character in question but the world—perhaps the entire universe—around them. When a character has such a power, this is sometimes their *only* power, as they don't need any others.

## Using Narrative Powers

Narrative powers work exactly as described. Of course, there are all sorts of ways to interpret the descriptions, and such interpretations often depend on the unique circumstances the character finds themselves in.

When there's any question about how a power works in a particular situation, the players and the Narrator should take a moment to reason out what they think should happen. If that occurs in the middle of a game, the Narrator might make a quick ruling to keep things moving, but the players and the Narrator can have a longer discussion about the power later.

In the end, the Narrator has the final say about how the power works in the game.

## Narrative Power Descriptions

Each of the following entries describes how a narrative power works in the game—or at least how the character using it understands that it works. The use of a narrative power can sometimes be expanded by interpreting it a new way. In many cases, the character with the power doesn't know every aspect of it. They only know what's worked for them so far, and they may discover new uses for it along the way.

A narrative power takes up a single power pick. However, many characters with narrative powers don't use all of their power picks, mostly because they don't need them.

### Corrupting Touch

With a touch, the character can corrupt a person and command their utter loyalty. In combat, this requires a successful Melee attack that inflicts at least 1 point of damage.

The clothes of a corrupted target appear to be photographic negatives of their normal colors. If the target has the Heroic tag, replace that with the Villainous tag and remove their Karma. The target is completely dominated and will follow the corrupting character's orders.

If any order involves harming someone, the target gets to make an Ego action check vs. the corrupting character's Ego defense to end the domination. If the target originally had the Heroic tag, they get an edge on the check. If the order would cause the target to harm themselves, they also get an edge on the check, and if they originally had the Heroic tag, they get a double edge.

If a target with the Heroic tag breaks free from this power, their Karma instantly resets to its regular amount before being dominated.

**Example:** Mister Negative



## Magic Masks

The character has a satchel that carries several magic masks that give the wearer the traits, tags and powers associated with that mask, both good and bad. For example, a werewolf mask transforms the character into an actual werewolf.

The character can wear only one mask at a time. Switching between them requires a standard action.

Wearing a mask usually does not change the character's size, even if the thing they would be like is usually a different size. Powers granted by the mask ignore all prerequisites.

Masks can be created as required. Known masks include:

### Black Cat

- ◆ **Traits:** Combat Reflexes, Monster
- ◆ **Tags:** Extreme Appearance
- ◆ **Powers:** Real Jinx, Vicious Attack (Sharp)
- ◆ **Claws:** Add +1 to Melee damage multiplier.

### Devil

- ◆ **Traits:** Dealmaker, Monster
- ◆ **Tags:** Cursed, Extreme Appearance
- ◆ **Powers:** Penance Stare, Possession, Sense Sins

### Evil Clown

- ◆ **Traits:** Monster
- ◆ **Tags:** Extreme Appearance
- ◆ **Powers:** Penance Stare, Sense Sins
- ◆ Fantastic success on attacks frightens target for one round.

### Frankenstein's Monster

- ◆ **Traits:** Monster
- ◆ **Tags:** Extreme Appearance
- ◆ **Powers:** Mighty 1, Sturdy 1

### Ghost

- ◆ **Traits:** Monster
- ◆ **Tags:** Extreme Appearance
- ◆ **Powers:** Disrupt Electronics, Invisibility, Phase Self
- ◆ Fantastic success on attacks frightens target for one round.

### Gorilla

- ◆ **Traits:** Free Running
- ◆ **Tags:** Extreme Appearance
- ◆ **Powers:** Brawling, Mighty 1, Vicious Attack (Blunt)





### Human Fly

- ◆ **Traits:** Combat Reflexes, Monster
- ◆ **Tags:** Extreme Appearance
- ◆ **Powers:** Danger Sense, Evasion, Flight 1, Heightened Senses 1

### Model

- ◆ **Traits:** Beguiling, Presence

### Mummy

- ◆ **Traits:** Monster
- ◆ **Tags:** Deceased, Extreme Appearance
- ◆ **Powers:** Additional Limbs (wrappings), Extended Reach 1 (wrappings), Mighty 1

### Police Officer

- ◆ **Traits:** Interrogation, Investigation
- ◆ **Tags:** Authority

### Shark

- ◆ **Traits:** Breathe Different, Monster
- ◆ **Tags:** Amphibious, Extreme Appearance
- ◆ **Powers:** Speed Swim, Vicious Attack (Sharp)
- ◆ **Teeth:** Add +1 to Melee damage multiplier.

### Tiger

- ◆ **Traits:** Combat Reflexes, Monster
- ◆ **Tags:** Extreme Appearance
- ◆ **Powers:** Brawling, Vicious Attack (Sharp)
- ◆ **Claws:** Add +1 to Melee damage multiplier.

### Spider-Man

- ◆ **Traits:** Combat Reflexes
- ◆ **Powers:** Evasion, Mighty 1, Spider-Sense, Wallcrawling, Webcasting, Webslinging

### Vampire

- ◆ **Traits:** Anathema: Garlic/Holy Symbols (including holy water)/Sunshine, Bloodthirsty, Monster, Weakness: Silver/Wood
- ◆ **Tags:** Alternate Form: Bat/Mist/Wolf, Deceased, Imageless
- ◆ **Powers:** Animal Communication: Bats/Rodents, Command, Healing Factor, Leech Life, Mighty 1, Sturdy 2, Telepathic Link

### Werewolf

- ◆ **Traits:** Berserker, Monster, Weakness: Silver
- ◆ **Tags:** Extreme Appearance, Lunar Transformation
- ◆ **Powers:** Evasion, Healing Factor, Heightened Senses 1, Mighty 1, Sturdy 2

### Witch

- ◆ **Traits:** Dealmaker
- ◆ **Tags:** Extreme Appearance
- ◆ **Powers:** Hex Bolt, Jinx, Powerful Hex, Protection Hex, Sense Supernatural

Other masks can be summoned from the satchel as needed. These can allow the character to emulate anything the mask represents.

The character can put the masks on other people. If the character drops any masks, they can be picked up and worn by others too. The character can remove any such masks from another person with a successful Melee attack that does at least 1 point of damage—or if the wearer permits it.

**Example:** Hallows' Eve

## RANDOM ENCOUNTERS

Sometimes, heroes go looking for trouble, but just as often, trouble finds them. If they are wandering around, traveling or otherwise out and about, there's a chance that someone or something might complicate their day. That's where random encounters come in.

### When to Check

The Narrator decides when to check for a random encounter. When the heroes are traveling safely across the United States by highway, it might be once a day. If they're skulking through the darkest sewers of Manhattan (such as in the Sewer Lair map on page 153) on Halloween, it might be once an hour. Usually, it's somewhere in between, like once during the day and once during the night.

In general, the Narrator should check for random encounters only when the action in the game is at a lull. This often happens when the heroes are traveling from one place to another, resting for a period of time or just seeing the sights.

The Narrator doesn't have to make a random encounter check in the actual moment. If you know the heroes might have some downtime soon, it's fine to make the checks ahead of time and get things ready beforehand. Most of the time, though, such checks are made on the spur of the moment to fill in downtime or to heighten tension.

For instance, if the heroes are hiding out somewhere, waiting to recover or for something important to happen, that's a good time to make a random encounter check. The Narrator announcing that they're going to make the check puts the players on notice that things can happen to complicate the game at any time, so they'd better get moving.

### How to Check

When checking for a random encounter, the Narrator makes a d616 roll against a target number that reflects the likelihood of an encounter happening. The base TN is 13, but the Narrator can set that lower or higher depending on the circumstances.

The lower the target number, the more likely something happens. If the heroes are walking through Queens at noon while in their secret identities, for instance, the target number might be 15. If they're patrolling Manhattan in the dead of night, it might be 9 instead.

If the Narrator gets a success on the random encounter check, look at the Marvel die and find that result on the appropriate random encounter table.

**Example:** Spider-Man (Peter Parker) is swinging around Manhattan at night, and the Narrator makes a random encounter check. Because it's dark, they set the target number at 11. The Narrator's roll is 3 3 6, a total of 12. That's enough for a random encounter! The Narrator consults the New York City Encounters table (see below) and sees that a 3 means a group of drunk super villains are causing trouble. It's time to get started!

The Narrator should feel free to create their own custom random encounter tables—or rework the ones here—and tailor them to the game's team to make sure they fit like spandex.



## The Tables

The random encounter tables are separated out by locations where the characters are likely to find themselves. The Narrator should feel free to modify them as needed to best fit their game.

### EMPIRE STATE UNIVERSITY ENCOUNTERS

| Marvel Die Roll | Result                                                                                                                                                                                      |
|-----------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Marvel</b>   | A symbiote has gotten loose from a lab in which it was being studied, and it tries to latch onto one of the heroes.                                                                         |
| <b>2</b>        | An anti-symbiote march is storming into campus, trying to start a fight with students holding a rally in support of the supposedly innocent symbiotes left behind after the death of Knull. |
| <b>3</b>        | An experiment has gone wrong in one of the research buildings, spilling poison into the place. There's one person trapped inside for each hero to rescue.                                   |
| <b>4</b>        | A pair of identical students stumble out of a local coffee shop, groggy and confused. They both claim that the other one must be a clone.                                                   |
| <b>5</b>        | One of the heroes' friends spots them crossing campus in their super-hero identity.                                                                                                         |
| <b>6</b>        | Someone discovers one of the heroes' hidden stash of street clothes.                                                                                                                        |

### NEW YORK CITY ENCOUNTERS

| Marvel Die Roll | Result                                                                                                                                                                                                                                                    |
|-----------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Marvel</b>   | A group of super villains decides that taking down some heroes would boost their reputation. During a quiet moment, they charge at the heroes and attack. There's one of them at an equal rank for each character on the team.                            |
| <b>2</b>        | A group of bank robbers—one for each player—is racing down the street in a getaway car. The heroes need to stop them without anyone (besides the robbers) getting hurt.                                                                                   |
| <b>3</b>        | A group of super villains spills out of the Bar With No Name,* drunk and disorderly, and they wander off looking for trouble. That's when the heroes find them. There's one of an equal rank for each hero, but the villains have trouble on all actions. |
| <b>4</b>        | A building is on fire! There's one person trapped inside for each hero to rescue.                                                                                                                                                                         |
| <b>5</b>        | A gang fight is about to break out in the middle of the street, with three gangsters for each hero.                                                                                                                                                       |
| <b>6</b>        | Someone just toppled off a skyscraper. Catch them before they hit the ground!                                                                                                                                                                             |

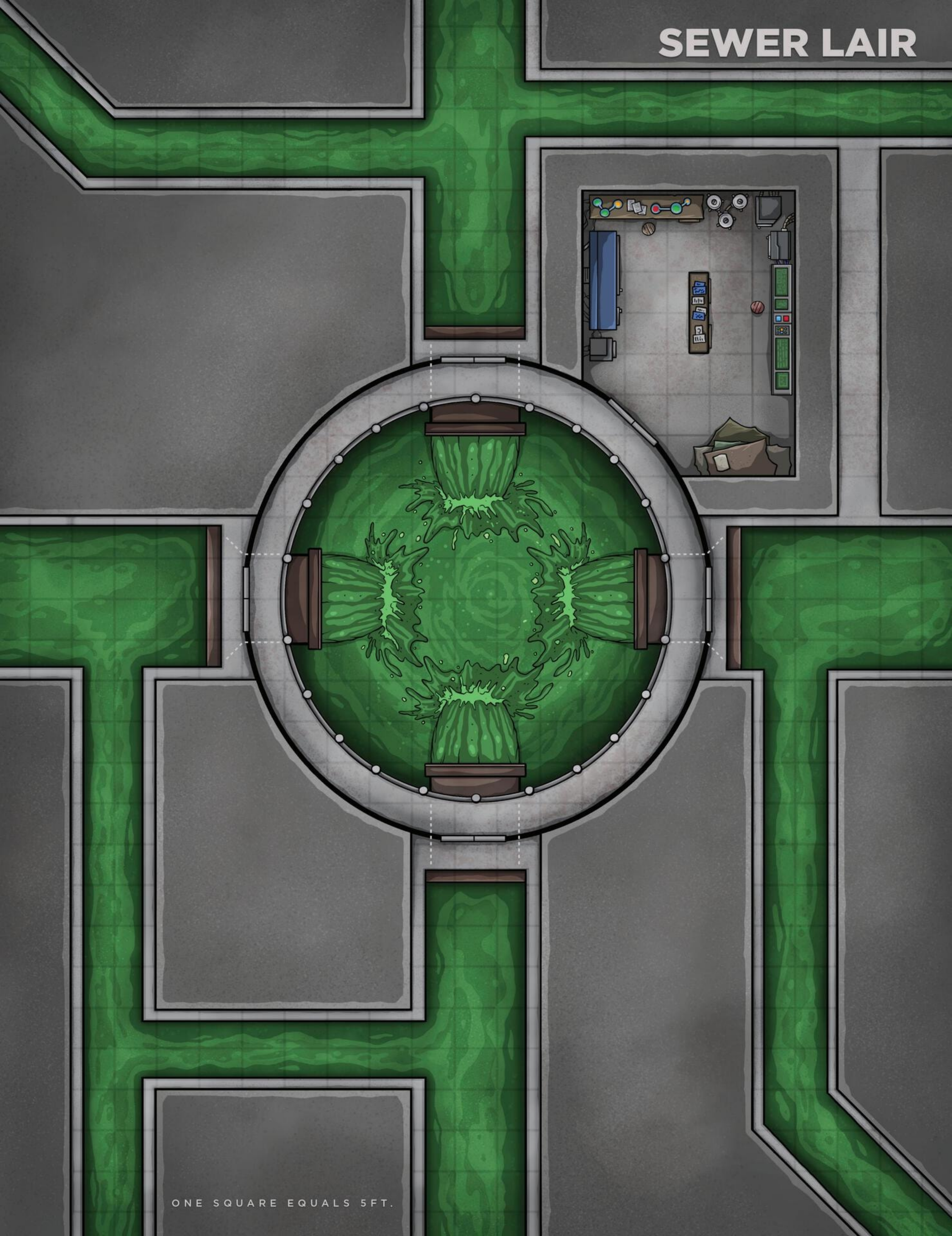
### MULTIVERSAL ENCOUNTERS

| Marvel Die Roll | Result                                                                                                                                                              |
|-----------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Marvel</b>   | Evil versions of the heroes appear from a portal and attack!                                                                                                        |
| <b>2</b>        | The heroes encounter a group of alternate versions of villains (one for each player) who are gender-flipped.                                                        |
| <b>3</b>        | The heroes run into a group of alternate versions of heroes (one for each player) who are morality-flipped.                                                         |
| <b>4</b>        | A cartoon version of one of the heroes shows up to say hello.                                                                                                       |
| <b>5</b>        | The heroes run into a group of alternate versions of villains (one for each player) who are morality-flipped and think the heroes are villains from their universe. |
| <b>6</b>        | Super-powered versions of the heroes' closest non-powered friends arrive.                                                                                           |

\*EDITOR'S NOTE: THE BAR WITH NO NAME IS A SECRET GATHERING PLACE FOR VILLAINS THAT REGULARLY MOVES ITS LOCATION. IT WAS FIRST SEEN IN CAPTAIN AMERICA #318 (JUNE 1986).  
--EDITOR WITH NO NAME



# SEWER LAIR



ONE SQUARE EQUALS 5FT.









# CHARACTERS

**ALTHOUGH THE SPIDER-VERSE BEGAN WITH PETER PARKER** (the original Spider-Man of Earth-616), it's since grown to encompass a huge part of the Multiverse and countless characters. If you're a fan of Spider-Verse heroes and their villains, this chapter features many of your favorites—and perhaps even some new to you—for use in your game.

## ACROSS THE SPIDER-VERSE

This book includes most of the prominent Spider-Verse characters, such as Spider-Man (Peter Parker), Spider-Man (Miles Morales), Ghost-Spider and Venom. But Spider-Man excels at team-ups and has been part of many different teams, so if you can't find a character in this book, don't forget to check the profiles in the *Core Rulebook*, *The Cataclysm of Kang*, *X-Men Expansion* or online at [Marvel.com/rpg](https://marvel.com/rpg).

If looking everywhere else comes up short, feel free to make your own versions of the characters you want. The rules in this book give you all sorts of new options for building profiles for just about any spider-powered character you can think of.

In addition, you can take existing profiles and modify them to represent characters at different points in their histories, even raising or lowering their rank.

## RELIANCES

The *Core Rulebook* includes a trait called Tech Reliance that covers how powers work when they rely on technology to operate. The *Spider-Verse Expansion* also uses a trait called Magic Item Reliance, which was introduced in the *X-Men Expansion* but is repeated here in Chapter 10: New Rules for your convenience.

When a character has a reliance trait, it often affects only some of their powers rather than all of them. The player should make it clear which powers are affected by the trait and which are not.

Published profiles now feature a symbol next to each affected power or power set. The one for Tech Reliance looks like this:



The one for Magic Item Reliance looks like this:



When one of these symbols appears next to a power in a character's profile, it affects that particular power. When it appears next to a power set in a profile, it affects all of the character's powers in that set.



## AGENT ANTI-VENOM

Art by Mike Hawthorne, Terry Pallot, Cam Smith &amp; Erick Arciniega

RANK  
**4**KARMA  
**4**HEALTH  
**120**DAMAGE  
REDUCTION  
**—**FOCUS  
**120**DAMAGE  
REDUCTION  
**—**SPEED  
Run: 6  
Climb: 6  
Swim: 3  
Jump: 3  
Swingline: 18INITIATIVE  
MODIFIER  
**+3E**

## ABILITIES

| ABILITY<br>SCORE       | DEFENSE<br>SCORE | NON-COMBAT<br>CHECKS |
|------------------------|------------------|----------------------|
| <b>4</b><br>MELEE      | <b>14</b>        | <b>+5</b>            |
| <b>6</b><br>AGILITY    | <b>16</b>        | <b>+7</b>            |
| <b>4</b><br>RESILIENCE | <b>14</b>        | <b>+4</b>            |
| <b>3</b><br>VIGILANCE  | <b>13</b>        | <b>+3</b>            |
| <b>2</b><br>EGO        | <b>12</b>        | <b>+2</b>            |
| <b>1</b><br>LOGIC      | <b>11</b>        | <b>+1</b>            |

## TRAITS &amp; TAGS

## TRAITS

- ♦ **Anathema:**  
Extreme Heat/  
Extreme Sonics
- ♦ Battle Ready
- ♦ Beguiling
- ♦ Berserker
- ♦ Combat Expert
- ♦ **Connections:**  
Military
- ♦ Determination
- ♦ Fearless
- ♦ Situational  
Awareness
- ♦ Symbiotic  
Spider-Blinder

## TAGS

- ♦ Alternate Form  
(Anti-Venom  
form)
- ♦ Heroic
- ♦ Public Identity

## POWERS

## BASIC

- ♦ Accuracy 1
- ♦ Disguise
- ♦ Environmental  
Protection
- ♦ Healing Factor
- ♦ Mighty 1
- ♦ Slow-Motion Dodge

## HEALING

- ♦ Cure-All
- ♦ Healing Hands
- ♦ Let's Go

## RANGED WEAPONS

- ♦ Slow-Motion Shoot-Dodge
- ♦ Snap Shooting
- ♦ Weapons Blazing

## SPIDER-POWERS

- ♦ Spider-Strike
- ♦ Wallcrawling
- ♦ Webcasting
- ♦ Webgrabbing
- ♦ Webslinging

## BIOGRAPHY

**Real Name:** Eugene "Flash" Thompson**Height:** 6'3" **Weight:** 195 lbs. **Gender:** Male**Eyes:** Blue **Hair:** Blond **Size:** Average**Distinguishing Features:** None**Occupation:** Military**Origin:** Symbiote: Venom**Teams:** Avengers, Guardians of the Galaxy, U.S. Military**Base:** New York City

## HISTORY

High school football star and bully Flash Thompson grew up without many strong role models in his life—until Spider-Man (Peter Parker) started appearing in his friendly neighborhood. Inspired by the masked marvel's selfless nature, Thompson started a Spider-Man fan club and began making amends with those he had bullied in the past, including, ironically, Parker himself.

Hoping to follow in his idol's footsteps, Thompson joined the military after high school. He served multiple successful tours overseas, earning the rank of corporal, but his army career was cut short when his legs were blown off in combat.

Sometime later, one of Thompson's old military contacts invited him to take part in an experimental weapons program. Military engineers helped Thompson bond with the Venom symbiote, transforming him into a super-powered government operative, codenamed Agent Venom.

Although Thompson left the military shortly thereafter, he retained the symbiote and the codename. Much later, while battling Eddie Brock for control of the symbiote, he was doused with an astrobiological serum that transformed the part of the symbiote attached to him into bright white with black markings. To go along with the new suit, Thompson changed his codename to Agent Anti-Venom, a name he retains to this day.

## PERSONALITY

Flash Thompson may have been a bullying, egotistical jock in high school, but he's become an extremely mature adult. He takes his responsibilities toward others very seriously, always looking for a chance to lend a helping hand. He and Peter Parker consider each other good friends.

## DAMAGE

|         | MULTIPLIER | ABILITY  |
|---------|------------|----------|
| MELEE   | <b>5</b>   | <b>4</b> |
| AGILITY | <b>5</b>   | <b>6</b> |
| EGO     | <b>4</b>   | <b>2</b> |
| LOGIC   | <b>4</b>   | <b>1</b> |



# ARAÑA

Art by Caio Majado & Brian Reber



RANK  
**3**

KARMA  
**3**

HEALTH  
**90**

DAMAGE  
REDUCTION  
**—**

FOCUS  
**60**

DAMAGE  
REDUCTION  
**—**

SPEED  
Run: 6  
Climb: 6  
Swim: 3  
Jump: 6  
Swingline: 18

INITIATIVE  
MODIFIER  
**+2E**

## ABILITIES

| ABILITY<br>SCORE       | DEFENSE<br>SCORE | NON-COMBAT<br>CHECKS |
|------------------------|------------------|----------------------|
| <b>2</b><br>MELEE      | <b>17</b>        | <b>+3</b>            |
| <b>5</b><br>AGILITY    | <b>17</b>        | <b>+5</b>            |
| <b>3</b><br>RESILIENCE | <b>13</b>        | <b>+3</b>            |
| <b>2</b><br>VIGILANCE  | <b>12</b>        | <b>+2</b>            |
| <b>1</b><br>EGO        | <b>11</b>        | <b>+1</b>            |
| <b>2</b><br>LOGIC      | <b>12</b>        | <b>+2</b>            |

## DAMAGE

| ABILITY | MULTIPLIER | ABILITY  |
|---------|------------|----------|
| MELEE   | <b>4</b>   | <b>2</b> |
| AGILITY | <b>3</b>   | <b>5</b> |
| EGO     | <b>3</b>   | <b>1</b> |
| LOGIC   | <b>3</b>   | <b>2</b> |

## TRAITS & TAGS

### TRAITS

- ♦ Combat Reflexes
- ♦ Extraordinary Origin
- ♦ Free Running
- ♦ Quick Learner
- ♦ Weird

### TAGS

- ♦ Heroic
- ♦ **Mentor:** Captain Marvel (Carol Danvers)
- ♦ **Obligation:** School
- ♦ Public Identity
- ♦ Supernatural
- ♦ Young

## POWERS

### BASIC

- ♦ Evasion
- ♦ Inspiration
- ♦ Mighty 1

### SPIDER-POWERS

- ♦ Jump 1
- ♦ Spider-Dodge
- ♦ Spider-Sense
- ♦ Spider-Strike
- ♦ Wallcrawling
- ♦ Webcasting
- ♦ Webgrabbing
- ♦ Webslinging
- ♦ Webtrapping

### ILLUSION

- ♦ Invisibility

## BIOGRAPHY

**Real Name:** Aña "Any" Sofía Corazón

**Height:** 5'3" **Weight:** 115 lbs. **Gender:** Female

**Eyes:** Brown **Hair:** Brown **Size:** Average

**Distinguishing Features:** None

**Occupation:** Student

**Origin:** Magic, Weird Science

**Teams:** Avengers Academy, Spider-Army, Spider-Society

**Base:** New York City

### HISTORY

Following the death of their champion, Ezekiel Sims, the secretive Spider Society set out to locate the Spider-Totem's new host. To their surprise, they found that Sims' mystic powers had latched onto an ordinary 14-year-old girl named Anya Corazón.

Corazón immediately became the target of the Society's oldest enemies: the Sisterhood of the Wasp. The Spider Society sent their best agent, Miguel Legar, to protect Corazón, but by the time he arrived, she had been fatally injured. To save her life, he transferred a portion of his own powers to her, granting her a hard exoskeleton and limited spiderlike abilities.

Newly empowered, Corazón set out on a mission to fight crime—first under the tutelage of the Spider Society and later under Captain Marvel (Carol Danvers). Corazón was robbed of her initial powers toward the end of her time with Captain Marvel, but she gained a whole new set of more traditional spider abilities after being exposed to an experimental Spider-Virus.

As of late, Corazón's duties as a super hero have taken a back seat to her duties as a college student at Empire State University, but she's still ready and willing to help anyone in need.

### PERSONALITY

Corazón's mother died when she was 6, and her father died shortly after she became a super hero, so for the last several years, she's had to make her own way through life, both as a hero and as a civilian. Despite it all, she maintains a positive outlook. She's the kind of clever and sociable person who always has a good joke and a helping hand at the ready.



## BEETLE

Art by Federico Vicentini and Alex Sinclair



RANK

3

KARMA

—

HEALTH

60

DAMAGE  
REDUCTION

-1

FOCUS

60

DAMAGE  
REDUCTION

—

SPEED

Run: 5  
Climb: 3  
Swim: 3  
Jump: 3  
Flight: 15

INITIATIVE  
MODIFIER

+2

## ABILITIES

ABILITY  
SCOREDEFENSE  
SCORENON-COMBAT  
CHECKS

2

MELEE

12

+3

4

AGILITY

14

+5

2

RESILIENCE

12

+2

2

VIGILANCE

12

+2

3

EGO

13

+4

2

LOGIC

12

+3

## TRAITS &amp; TAGS

## TRAITS

- ♦ Combat Reflexes
- ♦ **Connections:** Criminal
- ♦ Dealmaker
- ♦ Extra Occupation
- ♦ Legal Eagle
- ♦ Public Speaking
- ♦ Skeptical
- ♦ Tech Reliance

## TAGS

- ♦ Black Market Access
- ♦ Extreme Appearance (in battle suit)
- ♦ Public Identity
- ♦ Streetwise
- ♦ Villainous

## BIOGRAPHY

**Real Name:** Janice Lincoln**Height:** 5'7" **Weight:** 135 lbs., 205 lbs. (in battle suit)**Gender:** Female**Eyes:** Brown**Hair:** Black**Size:** Average**Distinguishing Features:** None**Occupation:** Criminal, Lawyer**Origin:** High Tech: Battle Suit**Teams:** Sinister Six, Syndicate**Base:** New York City

## HISTORY

Unsatisfied with life as a lawyer, Janice Lincoln resolved to follow in the footsteps of her father, Tombstone, and become a super-powered criminal. In exchange for help with a legal dispute, Baron Zemo commissioned a powerful beetle-themed battle suit for Lincoln, based on the outfit worn by the original Beetle, Abner Jenkins.

Although Lincoln's initial impulse was to try battling some of Baron Zemo's enemies—primarily Captain America (Steve Rogers)—she quickly gravitated back toward her home in New York City and its foremost defender: Spider-Man (Peter Parker). After testing the waters with Boomerang's incarnation of the Sinister Six, she formed her own organization, a Syndicate made up entirely of young, up-and-coming female villains like herself. Ironically, the Syndicate's first mission was to capture Boomerang, and while searching for the sharpshooter, Lincoln fell in love with his roommate, Randy Robertson.

After a whirlwind romance, Lincoln was on the verge of giving up the villain life and marrying Robertson when their wedding ceremony was attacked and Randy was injured in a subsequent attack. These assaults on her loved ones led Janice to become embroiled in a gang war that drove a wedge between her and Tombstone, who would have killed her if not for the intervention of Spider-Man.

## PERSONALITY

Though Janice Lincoln identifies as a fiercely independent and strongheaded woman, she has a nasty habit of contorting herself to conform to what she thinks other people want from her. Despite the fact that Tombstone explicitly warned her away from a criminal life, she became a super villain, in large part because she believes that's what he secretly wants from her.

## DAMAGE

MELEE

MARVEL  
dMarvel

x 4

+

2

ABILITY

AGILITY

MARVEL  
dMarvel

x 4

+

4

ABILITY

EGO

MARVEL  
dMarvel

x 4

+

3

ABILITY

LOGIC

MARVEL  
dMarvel

x 4

+

2

ABILITY

## POWERS

## BASIC

- ♦ Accuracy 1
- ♦ Brilliance 1
- ♦ Discipline 1
- ♦ Environmental Protection
- ♦ Flight 1
- ♦ Inspiration
- ♦ Mighty 1
- ♦ Sturdy 1

ELEMENTAL CONTROL  
(ENERGY)

- ♦ Elemental Blast
- ♦ Elemental Burst
- ♦ Elemental Push

## TACTICS

- ♦ Battle Plan
- ♦ Change of Plans



# BLACK CAT

Art by Stanley "Artgerm" Lau



RANK  
**4**

KARMA  
—

HEALTH  
**60**

DAMAGE  
REDUCTION  
—

FOCUS  
**120**

DAMAGE  
REDUCTION  
—

SPEED  
Run: 6  
Climb: 6  
Swim: 3  
Jump: 3

INITIATIVE  
MODIFIER  
**+4**

## ABILITIES

| ABILITY SCORE          | DEFENSE SCORE | NON-COMBAT CHECKS |
|------------------------|---------------|-------------------|
| <b>3</b><br>MELEE      | <b>15</b>     | <b>+4</b>         |
| <b>5</b><br>AGILITY    | <b>15</b>     | <b>+5</b>         |
| <b>2</b><br>RESILIENCE | <b>12</b>     | <b>+2</b>         |
| <b>4</b><br>VIGILANCE  | <b>14</b>     | <b>+4</b>         |
| <b>5</b><br>EGO        | <b>15</b>     | <b>+5</b>         |
| <b>1</b><br>LOGIC      | <b>11</b>     | <b>+1</b>         |

## TRAITS & TAGS

### TRAITS

- ◆ Beguiling
- ◆ Combat Reflexes
- ◆ **Connections:** Criminal
- ◆ **Connections:** Super Heroes
- ◆ Determination
- ◆ Extra Occupation
- ◆ Extraordinary Origin
- ◆ Fearless
- ◆ Sneaky
- ◆ Tech Reliance

### TAGS

- ◆ Black Market Access
- ◆ Public Identity
- ◆ Streetwise

## BIOGRAPHY

**Real Name:** Felicia Sara Hardy  
**Height:** 5'10" **Weight:** 120 lbs. **Gender:** Female  
**Eyes:** Green **Hair:** White **Size:** Average  
**Distinguishing Features:** None  
**Occupation:** Adventurer, Criminal  
**Origin:** High Tech: Cybernetics, Special Training  
**Teams:** Heroes for Hire, Thieves Guild, Secret Defenders  
**Base:** New York City

### HISTORY

Felicia Hardy's father, Walter, might have been a legendary thief, but to her, he was never anything more than a good dad. So when a group of corrupt cops threw him in jail for a crime he didn't actually commit, Felicia flew into a rage. She spent the rest of her youth tirelessly preparing to break her father out, training her body and mind in the ways of a master thief and even augmenting her body with a cybernetic probability generator. As a tribute to her father's life as a cat burglar, she equipped herself with a pair of sharp claws and took on the codename Black Cat.

When Hardy finally did break her father out of prison, Spider-Man (Peter Parker) tried to stop her. However, after he realized that Walter Hardy was on death's door, Parker allowed Felicia to take her father home. He tried to apprehend her after the fact, only for her to slip away.

This chance encounter sparked a long relationship between the cat burglar and the web-slinger. In the coming years, they became many things to each other. Sometimes, they were enemies. Sometimes, they were partners. Sometimes, they were lovers. No matter the circumstances, they were always important to each other.

Currently, the pair are just good friends. Black Cat is an independent crimefighter, but she's always willing to help out Spider-Man, and she's even had adventures with another ex of his: Mary Jane Watson.

### PERSONALITY

Black Cat is best known for the flirty, femme fatale persona she puts on whenever she's interacting with Parker, but her playful, blasé exterior belies a deeply empathetic, if not heroic, interior. She has been a thief for the good of others just as often as she's been a thief for herself.

## DAMAGE

| MELEE                                                             | AGILITY                                                           | EGO                                                               | LOGIC                                                             |
|-------------------------------------------------------------------|-------------------------------------------------------------------|-------------------------------------------------------------------|-------------------------------------------------------------------|
| <b>MARVEL</b> x <b>5</b> + <b>3</b><br>dMarvel MULTIPLIER ABILITY | <b>MARVEL</b> x <b>4</b> + <b>5</b><br>dMarvel MULTIPLIER ABILITY | <b>MARVEL</b> x <b>4</b> + <b>5</b><br>dMarvel MULTIPLIER ABILITY | <b>MARVEL</b> x <b>4</b> + <b>1</b><br>dMarvel MULTIPLIER ABILITY |

## POWERS

### BASIC

- ◆ Evasion
- ◆ Mighty 1

### LUCK

- ◆ Evil Eye
- ◆ Jinx You
- ◆ Jinx You All

### MARTIAL ARTS

- ◆ Attack Stance
- ◆ Banging Heads
- ◆ Fast Strikes
- ◆ Flying Double Kick
- ◆ Leg Sweep

### MELEE WEAPONS (SHARP)

- ◆ Exploit
- ◆ Fast Attacks
- ◆ Hit & Run
- ◆ Vicious Attack

### SPIDER-POWERS

- ◆ Wallcrawling



## BOOMERANG

Art by Steve Lieber &amp; Rachelle Rosenberg



STEVE LIEBER

RANK

3

KARMA

—

HEALTH

60

DAMAGE  
REDUCTION

-1

FOCUS

120

DAMAGE  
REDUCTION

—

SPEED

Run: 6  
Climb: 3  
Swim: 3  
Jump: 3  
Flight: 18

INITIATIVE  
MODIFIER

+4

## ABILITIES

ABILITY  
SCORE

1

MELEE

DEFENSE  
SCORE

15

NON-COMBAT  
CHECKS

+1

5

AGILITY

15

+7

2

RESILIENCE

12

+2

4

VIGILANCE

14

+4

2

EGO

12

+2

1

LOGIC

11

+1

## TRAITS &amp; TAGS

## TRAITS

- ♦ Combat Reflexes
- ♦ **Connections:** Super Villains
- ♦ Determination
- ♦ Extraordinary Origin
- ♦ Famous
- ♦ Fearless
- ♦ Tech Reliance

## TAGS

- ♦ Black Market Access
- ♦ Convict
- ♦ Secret Identity

## BIOGRAPHY

**Real Name:** Frederick "Fred" Myers**Height:** 5'11" **Weight:** 175 lbs. **Gender:** Male**Eyes:** Brown **Hair:** Brown **Size:** Average**Distinguishing Features:** None**Occupation:** Adventurer**Origin:** High Tech, Special Training**Teams:** Masters of Evil, Secret Empire, Sinister Six**Base:** New York City

## HISTORY

Indefinitely suspended from Major League Baseball for his part in a bribery scandal, star pitcher Fred Myers found new employment as a covert agent for a Hydra subsidiary known as the Secret Empire. The leaders of this enigmatic organization outfitted Myers with a series of high-tech prosthetics and boomerang-shaped grenades, turning him into a weaponized pitching machine.

Myers proved to be a capable secret agent, but after his disappointing showings against the Hulk and the Defenders, the Secret Empire released him from their service. In need of a new job, he attempted to garner fame throughout the underworld by taking down Spider-Man (Peter Parker), only to be roundly and repeatedly defeated by the web-slinger.

For the next several years, Myers bounced back and forth between mercenary organizations—some good, some bad—occasionally taking time off from work to try fighting Spider-Man again.

By offering his meager assistance to the Underground during Hydra's takeover of the United States of America, Myers eventually found the cultural cachet he needed to insert himself into the Web-Head's life fully, first as Peter Parker's roommate, then later as Spider-Man's crimefighting partner. Although Boomerang ultimately betrayed Spider-Man to earn the Kingpin's favor, he continued to harbor real feelings of friendship for both the web-slinger and his civilian persona. In fact, just a few months later, he sacrificed himself to save Spider-Man from the deadly grasp of Morlun. Fortunately for him, he was able to shake that off thanks to his friend the Shocker, the Resurrection Stone and the Venom War.

## PERSONALITY

Boomerang's long and largely unsuccessful career as a mercenary forced him to reconsider his greedy and self-centered behavior. This self-reflection did not quite turn him into a hero—at least, not until the day of his death—but for a while, it did make him a better, more thoughtful and more ethical criminal.

## DAMAGE

MELEE

x 3

+

1

ABILITY

AGILITY

x 5

+

5

ABILITY

EGO

x 3

+

2

ABILITY

LOGIC

x 3

+

1

ABILITY

## POWERS

## BASIC

- ♦ Accuracy 2
- ♦ Evasion
- ♦ Flight 1
- ♦ **Iconic Weapon:** Assorted Bomberangs [ranged weapon; on a Fantastic success, user can apply an elemental effect of their choice.]
- ♦ Sturdy 1

## RANGED WEAPONS

- ♦ Covering Fire
- ♦ Double Tap
- ♦ Point-Blank Parry
- ♦ Return Fire
- ♦ Snap Shooting
- ♦ Sniping
- ♦ Stopping Power
- ♦ Suppressive Fire



# CARDIAC

Art by Humberto Ramos and Edgar Delgado



RANK  
**3**

KARMA  
**3**

HEALTH  
**60**

DAMAGE  
REDUCTION  
**-2**

FOCUS  
**120**

DAMAGE  
REDUCTION  
**—**

SPEED  
Run: 5  
Climb: 3  
Swim: 3  
Jump: 3

INITIATIVE  
MODIFIER  
**+4**

## ABILITIES

| ABILITY<br>SCORE       | DEFENSE<br>SCORE | NON-COMBAT<br>CHECKS |
|------------------------|------------------|----------------------|
| <b>2</b><br>MELEE      | <b>12</b>        | <b>+2</b>            |
| <b>4</b><br>AGILITY    | <b>14</b>        | <b>+5</b>            |
| <b>2</b><br>RESILIENCE | <b>12</b>        | <b>+2</b>            |
| <b>4</b><br>VIGILANCE  | <b>14</b>        | <b>+4</b>            |
| <b>1</b><br>EGO        | <b>11</b>        | <b>+1</b>            |
| <b>3</b><br>LOGIC      | <b>13</b>        | <b>+4</b>            |

## DAMAGE

| MELEE                                                             | AGILITY                                                           | EGO                                                               | LOGIC                                                             |
|-------------------------------------------------------------------|-------------------------------------------------------------------|-------------------------------------------------------------------|-------------------------------------------------------------------|
| <b>MARVEL</b> x <b>3</b> + <b>2</b><br>dMarvel MULTIPLIER ABILITY | <b>MARVEL</b> x <b>4</b> + <b>4</b><br>dMarvel MULTIPLIER ABILITY | <b>MARVEL</b> x <b>3</b> + <b>1</b><br>dMarvel MULTIPLIER ABILITY | <b>MARVEL</b> x <b>4</b> + <b>3</b><br>dMarvel MULTIPLIER ABILITY |

## TRAITS & TAGS

### TRAITS

- ◆ Clinician
- ◆ First Aid
- ◆ Glibness
- ◆ Inventor
- ◆ Surprising Power (Elemental Barrage)
- ◆ Tech Reliance

### TAGS

- ◆ Black Market Access
- ◆ Heroic
- ◆ Rich
- ◆ Secret Identity

## POWERS

### BASIC

- ◆ Accuracy 1
- ◆ Brilliance 1
- ◆ Inspiration
- ◆ Sturdy 2

### ELEMENTAL CONTROL (ELECTRICITY)

- ◆ Elemental Barrage
- ◆ Elemental Blast
- ◆ Elemental Burst
- ◆ Elemental Infusion
- ◆ Elemental Push

### SUPER-STRENGTH

- ◆ Clobber
- ◆ Crushing Grip

## BIOGRAPHY

**Real Name:** Elias "Eli" Wirtham

**Height:** 6'5" **Weight:** 300 lbs. **Gender:** Male

**Eyes:** Brown **Hair:** Black **Size:** Average

**Distinguishing Features:** None

**Occupation:** Health Care Worker

**Origin:** High Tech: Cybernetics

**Teams:** H.E.A.R.T. Clinic, Marvel Medics

**Base:** New York City

### HISTORY

After his brother, Joshua, died of a painful and degenerative disease with no known cure, Elias Wirtham vowed to create a world in which no one would have to suffer like that ever again. Overcoming impossible odds, he fought his way up the ranks of the medical industry—first as a surgeon, then later as an executive. He eventually acquired a company known to have done promising research on his brother's disease, only to discover, to his horror, that the company had cured the disease decades ago but shelved the treatment due to its unprofitability.

Completely disillusioned with the private health care industry and the law as a whole, Wirtham became a vigilante. Using his vast resources and his skills as a surgeon, he replaced his heart with an energy generator and his skin with hard cybernetic armor. Under the codename Cardiac, he set out to assassinate every white-collar criminal he could get his hands on.

However, after many of his assassinations were foiled by Spider-Man (Peter Parker), Cardiac settled on a less lethal approach to his mission. He's still a criminal, but he's not a killer, and these days, he spends most of his time stealing resources from the rich and powerful to help the poor clients of his nonprofit H.E.A.R.T. health clinic.

### PERSONALITY

Though his methods may sometimes be questionable, Cardiac's values have always been pure. He's a kind and handsome surgeon with a good bedside manner, and like every great hero, he is fully dedicated to the cause of protecting the weak and powerless.



## CARNAGE

Art by SKAN



RANK

4

KARMA

—

HEALTH

120

DAMAGE  
REDUCTION

—

FOCUS

90

DAMAGE  
REDUCTION

—

SPEED

Run: 5  
Climb: 5  
Swim: 3  
Jump: 5  
Swingline: 15

INITIATIVE  
MODIFIER

+3

## ABILITIES

ABILITY  
SCOREDEFENSE  
SCORENON-COMBAT  
CHECKS

7

MELEE

17

+9

4

AGILITY

14

+4

4

RESILIENCE

14

+4

3

VIGILANCE

13

+3

1

EGO

11

+1

1

LOGIC

11

+1

## TRAITS &amp; TAGS

## TRAITS

- ◆ Abrasive
- ◆ **Anathema:** Extreme Heat/Extreme Sonics/Anti-Venom
- ◆ Berserker
- ◆ Bloodthirsty
- ◆ Combat Reflexes
- ◆ **Connections:** Criminal
- ◆ Symbiotic Spider-Blinder

## TAGS

- ◆ Alternate Form
- ◆ Black Market Access
- ◆ Convict
- ◆ Extreme Appearance (in alternate form)
- ◆ Public Identity
- ◆ Streetwise
- ◆ Villainous

## BIOGRAPHY

**Real Name:** Cletus Cortland Kasady**Height:** 6'1" **Weight:** 190 lbs. **Gender:** Male**Eyes:** Green **Hair:** Red **Size:** Average**Distinguishing Features:** Carnage form has retractable claws, fangs and an unnaturally long tongue**Occupation:** Criminal**Origin:** Symbiote: Venom**Teams:** Symbiote Hive**Base:** New York City

## HISTORY

Even before he became Carnage, Cletus Kasady's death toll was shocking. Evidence exists to suggest that before the age of 18, he had already killed his parents, his grandparents, several sets of foster parents and an entire orphanage. Later in life, he was convicted of killing and partially eating almost a dozen people, and he was sentenced to a corresponding eleven consecutive life sentences on Ryker's Island.

Unwilling to let prison put a damper on his killing streak, Kasady immediately attempted to murder his cellmate, not knowing that his prospective victim was, in fact, Venom (Eddie Brock). In the fight, the Venom symbiote gave birth to a new symbiote, which entered Kasady's bloodstream, transforming him into the symbiotic serial killer Carnage.

Empowered beyond his wildest dreams, Carnage set out to commit murder on a mass scale. In the end, it took the combined efforts of Spider-Man (Peter Parker) and Venom to take him down and bring the slaughter to an end.

Carnage has escaped from prison many times since then, with each subsequent killing spree more deadly than the last. During his last major escapade, he came within inches of overrunning the entirety of New York City with an army of immortal Carnage zombiotes. Though he has since lost his godlike powers, he remains one of the most lethal and dangerous super villains on the planet.

## PERSONALITY

The Carnage symbiote entered Kasady's body when it was only an infant, so unlike with the original Venom symbiote, Carnage's consciousness cannot be fully disentangled from Kasady's own. They are both utterly deranged and narcissistic psychopaths who delight in the torture and slaughter of others.

## DAMAGE

MELEE

MARVEL

x 6

+

7

ABILITY

AGILITY

MARVEL

x 4

+

4

ABILITY

EGO

MARVEL

x 4

+

1

ABILITY

LOGIC

MARVEL

x 4

+

1

ABILITY

## POWERS

## BASIC

- ◆ Disguise
- ◆ Environmental Protection
- ◆ Healing Factor
- ◆ Mighty 2

MELEE WEAPONS  
(SHARP)

- ◆ Exploit
- ◆ Fast Attacks
- ◆ Furious Attacks
- ◆ Vicious Attack
- ◆ Whirling Frenzy

## SPIDER-POWERS

- ◆ Jump 1
- ◆ Razorwebs
- ◆ Spider-Strike
- ◆ Wallcrawling
- ◆ Webcasting
- ◆ Webgrabbing
- ◆ Webslinging
- ◆ Webtrapping



# CHAMELEON

Art by Mark Bagley, Andrew Hennessy & Brian Reber



RANK

2

KARMA

—

HEALTH

30

DAMAGE REDUCTION

—

FOCUS

60

DAMAGE REDUCTION

—

SPEED

Run: 5

Climb: 3

Swim: 3

Jump: 3

INITIATIVE MODIFIER

+2

## ABILITIES

ABILITY SCORE

DEFENSE SCORE

NON-COMBAT CHECKS

1

MELEE

11

+1

1

AGILITY

11

+1

1

RESILIENCE

11

+1

2

VIGILANCE

12

+2

5

EGO

15

+6

1

LOGIC

11

+1

## TRAITS & TAGS

### TRAITS

- ◆ Connections: Criminal
- ◆ Determination
- ◆ Extraordinary Origin
- ◆ Sneaky
- ◆ Weird

### TAGS

- ◆ Black Market Access
- ◆ Convict
- ◆ Extreme Appearance (in true form)
- ◆ Mental Health Condition
- ◆ Secret Identity
- ◆ Streetwise
- ◆ Villainous

## BIOGRAPHY

**Real Name:** Dmitri Nikolayevich "Anatoly" Smerdyakov

**Height:** Unknown **Weight:** Unknown

**Gender:** Male

**Eyes:** Varies, originally brown

**Hair:** Varies, originally brown

**Size:** Average

**Distinguishing Features:** Pale, nearly featureless head with glowing yellow eyes (in true form)

**Occupation:** Criminal

**Origin:** Special Training, Weird Science

**Teams:** Sinister Six

**Base:** New York City

### HISTORY

Anatoly Smerdyakov grew up in the Russian countryside alongside his half brother Sergei Kravinoff, the future Kraven the Hunter. The Kravinoff patriarch considered Smerdyakov's existence an embarrassment, so as soon as he was able, he sent the young boy off to an underground school for spies.

Smerdyakov discovered that he had a knack for faking his appearance, so after graduation, he set out to become a world-renowned master of disguise. Using nothing more than simple cosmetics, he managed to sneak into a U.S. missile defense center and steal top government secrets—secrets that were saved only by the last-minute intervention of Spider-Man (Peter Parker).

Not one to let a defeat stand, Smerdyakov developed a serum that made his body smooth and malleable, allowing him to change his appearance at will. Equipped with the ability to become anyone at any time, he embarked on a series of increasingly complex and brutal operations to make the wall-crawler's life as miserable as possible.

Spider-Man has, thus far, always managed to uncover the Chameleon's treachery, but that may not hold true forever. The villain's most recent plot involved a small army's worth of body doubles and covert operatives, all of whom had to be rooted out before the Chameleon himself could be apprehended.

### PERSONALITY

The Chameleon has gone through periods of mental instability during which he loses himself in his alternate identities, but his core self has always remained that of a cruel and conniving Victorian nobleman. When he's between jobs, he likes to lie back, lounge in an antique chair, drink an expensive bottle of red wine and contemplate his next labyrinthine scheme.

## DAMAGE

|         |                                                                                         |   |   |
|---------|-----------------------------------------------------------------------------------------|---|---|
| MELEE   |  × 2 | + | 1 |
| AGILITY |  × 2 | + | 1 |
| EGO     |  × 3 | + | 5 |
| LOGIC   |  × 2 | + | 1 |

## POWERS

### BASIC

- ◆ Discipline 1
- ◆ Disguise

### MARTIAL ARTS

- ◆ Defense Stance
- ◆ Fast Strikes

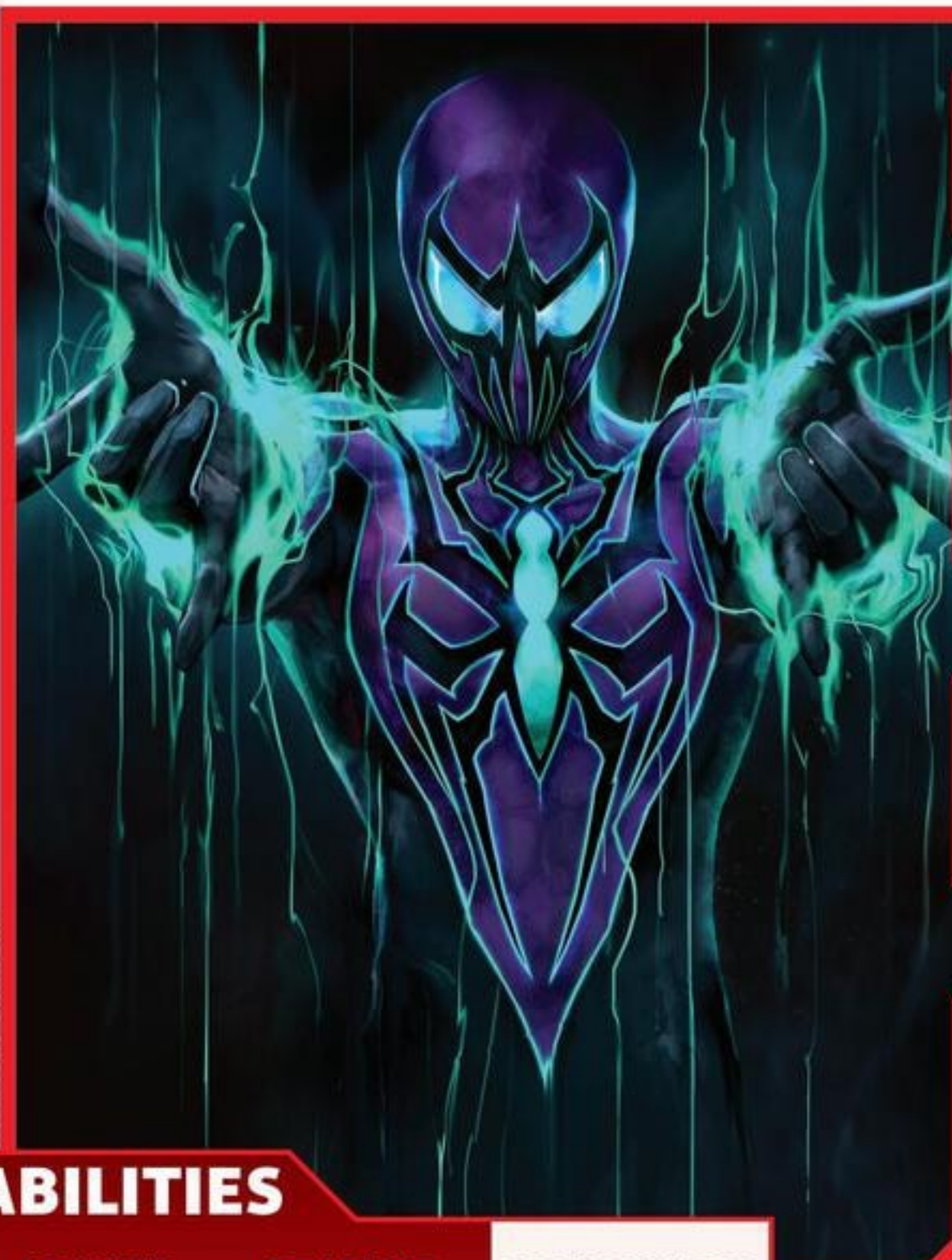
### MELEE WEAPONS (SHARP)

- ◆ Exploit
- ◆ Hit & Run
- ◆ Vicious Attack



## CHASM

Art by Ivan Tao



RANK

4

KARMA

—

HEALTH

90

DAMAGE  
REDUCTION

—

FOCUS

90

DAMAGE  
REDUCTION

—

SPEED

Run: 6  
Climb: 6  
Swim: 3  
Jump: 6  
Swingline: 18

INITIATIVE  
MODIFIER

+2E

## ABILITIES

ABILITY  
SCORE

5

MELEE

DEFENSE  
SCORE

19

NON-COMBAT  
CHECKS

+6

7

AGILITY

19

+7

3

RESILIENCE

13

+3

2

VIGILANCE

12

+2

1

EGO

12

+1

2

LOGIC

12

+3

## TRAITS &amp; TAGS

## TRAITS

- ♦ Battle Ready
- ♦ Combat Reflexes
- ♦ **Connections:** Super Heroes
- ♦ Fearless
- ♦ Free Running
- ♦ Inventor
- ♦ Weird

## TAGS

- ♦ Black Market Access
- ♦ Clone
- ♦ Secret Identity

## BIOGRAPHY

**Real Name:** Benjamin "Ben" Reilly**Height:** 5'10" **Weight:** 165 lbs. **Gender:** Male**Eyes:** Hazel **Hair:** Brown **Size:** Average**Distinguishing Features:** None**Occupation:** Adventurer**Origin:** Weird Science**Teams:** Beyond Corporation, New Warriors, Spider-Army**Base:** New York City

## HISTORY

Of the Jackal's many attempts to create a perfect clone of Spider-Man (Peter Parker), Reilly is indisputably the most like the original. He's been a crimefighter for almost as long as the Web-Head himself, and unlike the Jackal's other clones, he rarely suffers from cellular degeneration or genetic defects.

Shortly after his creation, Reilly escaped from the Jackal, assumed a new identity and fled to the far corners of the country. After spending years attempting to live a normal life in obscurity, he returned to New York City—and to the life of a super hero—after learning that Aunt May was suffering health problems.

Under the codename Scarlet Spider, Reilly helped Spider-Man protect New York from some of the deadliest threats in its history, including attacks by other clones. For a while, he and Parker believed Reilly to be the original, but they later learned they had been fooled.

Recently, after members of the Beyond Corporation erased most of his memories, Reilly adopted a darker attitude and a darker codename: Chasm. His girlfriend, Hallows' Eve, has been helping him to slowly regain his senses, but it's been a long and ongoing process.

## PERSONALITY

As the Scarlet Spider, Reilly's personality heavily resembled that of Peter Parker, albeit a tad darker. As Chasm, Reilly is a vicious and angry individual whose motives frequently border on the villainous. The influence of Hallows' Eve has helped keep him sane, but it might not take much to push him into a murderous rage. He maintains a complex and frequently hostile relationship with his old partner Parker.

## POWERS

## BASIC

- ♦ Brilliance 1
- ♦ Combat Trickery
- ♦ Evasion
- ♦ Integrity
- ♦ Mighty 1

ELEMENTAL CONTROL  
(ENERGY)

- ♦ Elemental Blast
- ♦ Elemental Burst
- ♦ Elemental Infusion

## SPIDER-POWERS

- ♦ Jump 1
- ♦ Spider-Dodge
- ♦ Spider-Sense
- ♦ Spider-Strike
- ♦ Venom Blast
- ♦ Wallcrawling
- ♦ Webcasting
- ♦ Webgrabbing
- ♦ Webslinging
- ♦ Webtrapping

## DAMAGE

|         |                                                                                         |   |   |         |
|---------|-----------------------------------------------------------------------------------------|---|---|---------|
| MELEE   |  × 5 | + | 5 | ABILITY |
| AGILITY |  × 4 | + | 7 | ABILITY |
| EGO     |  × 4 | + | 1 | ABILITY |
| LOGIC   |  × 5 | + | 2 | ABILITY |



# DOCTOR OCTOPUS

Art by Ed McGuinness, Mark Farmer & Marcio Menyz



**RANK**  
**4**

**KARMA**  
—

**HEALTH**  
**90**

**DAMAGE REDUCTION**  
—

**FOCUS**  
**90**

**DAMAGE REDUCTION**  
—

**SPEED**  
**Run: 5**  
**Climb: 5**  
**Swim: 3**  
**Jump: 5**

**INITIATIVE MODIFIER**  
**+3**

## ABILITIES

| ABILITY SCORE          | DEFENSE SCORE | NON-COMBAT CHECKS |
|------------------------|---------------|-------------------|
| <b>4</b><br>MELEE      | <b>14</b>     | <b>+6</b>         |
| <b>4</b><br>AGILITY    | <b>14</b>     | <b>+4</b>         |
| <b>3</b><br>RESILIENCE | <b>13</b>     | <b>+3</b>         |
| <b>3</b><br>VIGILANCE  | <b>13</b>     | <b>+3</b>         |
| <b>0</b><br>EGO        | <b>10</b>     | <b>+0</b>         |
| <b>6</b><br>LOGIC      | <b>16</b>     | <b>+7</b>         |

## DAMAGE

| ABILITY        | MULTIPLIER | ABILITY  |
|----------------|------------|----------|
| <b>MELEE</b>   | <b>6</b>   | <b>4</b> |
| <b>AGILITY</b> | <b>4</b>   | <b>4</b> |
| <b>EGO</b>     | <b>4</b>   | <b>0</b> |
| <b>LOGIC</b>   | <b>5</b>   | <b>6</b> |

## TRAITS & TAGS

### TRAITS

- ◆ Abrasive
- ◆ Combat Reflexes
- ◆ Extraordinary Origin
- ◆ Inventor
- ◆ Scientific Expertise
- ◆ Skeptical
- ◆ Tech Reliance
- ◆ Weird

### TAGS

- ◆ Lab Access
- ◆ Public Identity
- ◆ Villainous

## POWERS

### BASIC

- ◆ Additional Limbs
- ◆ Brilliance 1
- ◆ **Iconic Weapon:** Ocktoid Tentacles [These semi-autonomous drones have a psychic link with Octavius. He can see through them and pilot them by remote. While under remote control, they use Octavius' stats and take his place in the initiative order. If Octavius is rendered unconscious, the tentacles automatically stop fighting and attempt to transport him to safety.]

- ◆ Inspiration
- ◆ Mighty 2

### PLASTICITY

- ◆ Extended Reach 1

### SPIDER-POWERS

- ◆ Spider-Dodge
- ◆ Wallcrawling

### SUPER-STRENGTH

- ◆ Banging Heads
- ◆ Clobber
- ◆ Crushing Grip
- ◆ Jump 1
- ◆ Quick Toss

### TACTICS

- ◆ Battle Plan
- ◆ Change of Plans

## BIOGRAPHY

**Real Name:** Otto Octavius

**Height:** 5'9" **Weight:** 245 lbs. **Gender:** Male

**Eyes:** Brown **Hair:** Brown **Size:** Average

**Distinguishing Features:** Four biomechanical Ocktoid tentacles

**Occupation:** Scientist

**Origin:** High Tech, Weird Science

**Teams:** Masters of Evil, Sinister Six

**Base:** New York City

## HISTORY

Everything changed for brilliant scientist Otto Octavius after a lab experiment gone wrong drove him mad and left him with mental control of four mechanical arms. With these powerful limbs at his disposal, Octavius decided to finance his future research through crime, becoming the super villain Doctor Octopus.

Doc Ock's life has been intertwined with that of his one-time admirer Peter Parker (Spider-Man). Ock has fought Spider-Man countless times, romanced Aunt May and even became Parker himself for a brief period. As more multiversal variants of Spider-Man appear, more versions of Doc Ock have also manifested themselves.

## PERSONALITY

Doctor Octopus is a grade A narcissist. He considers his scientific endeavors to be of the greatest importance to humanity, and he is not above robbing, hurting and even killing others in the pursuit of his research.



## DOCTOR OCTOPUS (EARTH-90214)

Art by Patch Zircher



RANK

2

KARMA

—

HEALTH

30

DAMAGE  
REDUCTION

—

FOCUS

30

DAMAGE  
REDUCTION

—

SPEED

Run: 5

Climb: 5

Swim: 3

Jump: 3

INITIATIVE  
MODIFIER

+1

## ABILITIES

ABILITY  
SCORE

3

MELEE

DEFENSE  
SCORE

13

NON-COMBAT  
CHECKS

+4

1

AGILITY

11

+1

1

RESILIENCE

11

+1

1

VIGILANCE

11

+1

0

EGO

10

+0

4

LOGIC

14

+5

## TRAITS &amp; TAGS

## TRAITS

- ◆ Abrasive
- ◆ Combat Reflexes
- ◆ Inventor
- ◆ Scientific Expertise
- ◆ Tech Reliance

## TAGS

- ◆ Lab Access
- ◆ Mobility Issues
- ◆ Public Identity
- ◆ Villainous

## BIOGRAPHY

**Real Name:** Otto Octavius**Height:** 3'10"**Weight:** 89 lbs.**Gender:** Male**Eyes:** Blue**Hair:** Blond**Size:** Average**Distinguishing Features:** Four mechanical arms**Occupation:** Scientist**Origin:** High Tech**Teams:** Friends of New Germany**Base:** Ellis Island, New York City (Earth-90214)

## HISTORY

Though he was born without the use of his legs, the Noir Universe's Otto Octavius never struggled a day in his life. He grew up in South Africa in the era before apartheid, in a household where enslaved native people were forced to wait on him hand and foot.

Unwilling to acknowledge his family's exploitation of the native people, Octavius instead became obsessed with proving that his servants were worthless lesser beings that he could "improve" with science.

With the backing of the Nazi-associated Friends of New Germany, he moved to New York City and began carrying out a series of brutal experiments on members of the city's Black population, using his mechanical arms to administer gruesome, forced lobotomies.

Spider-Man uncovered the scheme while investigating the head of the Friends of New Germany's organized crime unit: the Crime Master. Realizing that he had been caught, Octavius attempted to get on Spider-Man's good side by murdering the Crime Master, but the wall-crawler apprehended him nonetheless.

Octavius leveraged the last of his resources to escape to Germany, but to his surprise, the Nazi government wasn't willing to hire a disabled man. Undeterred, Octavius eventually reappeared in New York, determined to brainwash the city's people against Spider-Man, only for the Web-Head to thwart him once again. He was last seen going down in a flaming zeppelin as he tried to flee the United States.

## PERSONALITY

Octavius is a Nazi and a fascist through and through, but of late, his ideological goals have taken a back seat to his vendetta against Spider-Man. The wall-crawler embarrassed him, and that is the one thing that Octavius absolutely cannot stand.

## DAMAGE

MELEE

MARVEL  
dMarvel

× 3

+

3

ABILITY

AGILITY

MARVEL  
dMarvel

× 2

+

1

ABILITY

EGO

MARVEL  
dMarvel

× 2

+

0

ABILITY

LOGIC

MARVEL  
dMarvel

× 3

+

4

ABILITY

## POWERS

## BASIC

- ◆ Additional Limbs
- ◆ Brilliance 1
- ◆ Mighty 1

## PLASTICITY

- ◆ Extended Reach 1

## SPIDER-POWERS

- ◆ Wallcrawling

## SUPER-STRENGTH

- ◆ Banging Heads
- ◆ Clobber
- ◆ Crushing Grip



# DOPPELGANGER

Art by E.M. Gist



RANK

3

KARMA

—

HEALTH

120

DAMAGE  
REDUCTION

—

FOCUS

60

DAMAGE  
REDUCTION

—

SPEED

Run: 6  
Climb: 6  
Swim: 3  
Jump: 6  
Swingline: 18

INITIATIVE  
MODIFIER

+2

## ABILITIES

ABILITY  
SCORE

DEFENSE  
SCORE

NON-COMBAT  
CHECKS

4

MELEE

14

+5

5

AGILITY

15

+5

4

RESILIENCE

14

+4

2

VIGILANCE

12

+2

0

EGO

10

+0

0

LOGIC

10

+0

## TRAITS & TAGS

### TRAITS

- ♦ Bloodthirsty
- ♦ Combat Reflexes
- ♦ **Connections:** Outsiders
- ♦ Fresh Eyes
- ♦ Sneaky
- ♦ Stranger

### TAGS

- ♦ Alien Heritage
- ♦ Extreme Appearance
- ♦ Mute (speaks in growls)
- ♦ Public Identity
- ♦ Villainous

## POWERS

### BASIC

- ♦ Additional Limbs
- ♦ Mighty 1

### MELEE WEAPONS (SHARP)

- ♦ Fast Attacks
- ♦ Whirling Frenzy

### SPIDER-POWERS

- ♦ Jump 1
- ♦ Spider-Dodge
- ♦ Spider-Strike
- ♦ Razorwebs
- ♦ Wallcrawling
- ♦ Webcasting
- ♦ Webgrabbing
- ♦ Webslinging
- ♦ Webtrapping

## BIOGRAPHY

**Real Name:** None

**Height:** 6'5" **Weight:** 230 lbs. **Gender:** Male

**Eyes:** No irises **Hair:** None **Size:** Average

**Distinguishing Features:** Monster resembling Spider-Man, sharp teeth and six arms with three fingers each

**Occupation:** Outsider

**Origin:** Alien

**Teams:** Cult of Knull, Spider-Army

**Base:** Mobile

### HISTORY

The Doppelganger was one of a number of monstrous duplicates created by Magus to weaken Earth's super heroes in advance of his invasion of the planet during the first Infinity War. Although these doubles were killed during the initial stages of the invasion, the duplicate of Spider-Man was resurrected by the web-slinger's demonic rival, the Demogoblin.

Spider-Man again made quick work of the vicious Doppelganger, and Demogoblin was disappointed enough in the creature's performance to let it go free. The monster next appeared in the care of Carnage, and although they were temporarily separated several times in the subsequent years, the Doppelganger has remained in the murderous symbiote's orbit ever since. It escaped from an illicit Alchemax laboratory but was last seen in custody in Ravencroft.

### PERSONALITY

It's hard to say if the Doppelganger has much of a personality. Its mind is barely more advanced than that of a vicious dog. It can hardly think, let alone speak. It operates entirely on instinct, killing anything it perceives as a threat. Like a dog, it can, to a certain extent, be trained—a fact that many villains have taken advantage of to turn the creature into an instrument of mass slaughter.

## DAMAGE

|         |                                                                                         |   |   |
|---------|-----------------------------------------------------------------------------------------|---|---|
| MELEE   |  × 4 | + | 4 |
| AGILITY |  × 3 | + | 5 |
| EGO     |  × 3 | + | 0 |
| LOGIC   |  × 3 | + | 0 |



## DUCKTOR DOOM

Art by Will Robson &amp; Erick Arciniega



RANK

4

KARMA

—

HEALTH

120

DAMAGE  
REDUCTION

-2

FOCUS

90

DAMAGE  
REDUCTION

-1

SPEED

Run: 4

Climb: 2

Swim: 2

Jump: 2

INITIATIVE  
MODIFIER

+3

## ABILITIES

ABILITY  
SCOREDEFENSE  
SCORENON-COMBAT  
CHECKS

2

MELEE

13

+3

2

AGILITY

13

+2

4

RESILIENCE

14

+4

3

VIGILANCE

13

+3

7

EGO

17

+8

3

LOGIC

13

+3

## TRAITS &amp; TAGS

## TRAITS

- ♦ Famous
- ♦ Inventor
- ♦ Presence
- ♦ Small
- ♦ Tech Reliance

## TAGS

- ♦ Authority
- ♦ Extreme Appearance
- ♦ Lab Access
- ♦ Powerful
- ♦ Public Identity
- ♦ Sorcerous
- ♦ Supernatural
- ♦ Villainous

## BIOGRAPHY

**Real Name:** Unknown**Height:** 3'9"**Weight:** 76 lbs. **Gender:** Male**Eyes:** Brown**Hair:** Unknown, likely none**Size:** Small**Distinguishing Features:** Anthropomorphic duck clad in iron suit and mask**Occupation:** Leader**Origin:** Magic: Sorcery**Teams:** Swinester Six**Base:** Doom Island (Earth-8311)**HISTORY**

As the monarch of the isolated nation of Quackveria, Ducktor Doom began his super-villain career by terrorizing the heroic team known as the Fantastic Fur. However, after dozens of attacks, the heroes got so sick of Doom's antics that they strapped him to an antigravity pod and shot him into the stratosphere.

Doom drifted around the Earth for a while before eventually touching down on an island near Australia. Taking a liking to the environment, he used his advanced weaponry to conquer the native Kangaroo people and turn the patch of land into his new base: Doom Island.

Hoping to make money by exploiting the Kangaroos' love for music, Doom built a giant magnet to drag planes out of the sky, kidnapping hundreds of potential musicians. One of these planes happened to contain an investigative team from the *Daily Beagle* led by Spider-Ham (Peter Porker), who used his incredible Spider-Powers to put a permanent end to Doom's music career.

Ever since that day, Doom has been bent on getting revenge on the Ham-Head. He's tried attacking the hero with giant vegetable mutants. He's tried imprisoning the pig in a trap-filled castle. He's even tried working with a team of villains: the Swinester Six. None of his attempts have succeeded thus far, but the iron duck is never one to let a grudge lie—or a hero thrive.

**PERSONALITY**

Like his Earth-616 counterpart, Ducktor Doom is a megalomaniacal narcissist with dreams of conquering the world. However, the Ducktor is not quite as smart as his core-reality counterpart. His harebrained schemes are easily foiled by the likes of Mooster Fantastic, though he can still pose a considerable challenge to heroes like Spider-Ham.

## DAMAGE

|         |                                                                                         |   |                        |
|---------|-----------------------------------------------------------------------------------------|---|------------------------|
| MELEE   |  x 5 | + | 2                      |
|         | <small>dMarvel</small>                                                                  |   | <small>ABILITY</small> |
| AGILITY |  x 4 | + | 2                      |
|         | <small>dMarvel</small>                                                                  |   | <small>ABILITY</small> |
| EGO     |  x 5 | + | 7                      |
|         | <small>dMarvel</small>                                                                  |   | <small>ABILITY</small> |
| LOGIC   |  x 4 | + | 3                      |
|         | <small>dMarvel</small>                                                                  |   | <small>ABILITY</small> |

## POWERS

**BASIC**

- ♦ Combat Trickery
- ♦ Discipline 1
- ♦ Inspiration
- ♦ Mighty 1
- ♦ Uncanny 1

**ELEMENTAL CONTROL (ENERGY)**

- ♦ Elemental Blast
- ♦ Elemental Burst

**MAGIC (SORCERY)**

- ♦ Bolts of Balthakk
- ♦ Flames of the Faltine
- ♦ Icy Tendrils of Ikthalon
- ♦ Images of Ikonn
- ♦ Winds of Watoomb

**PLASTICITY**

- ♦ Bounce Back
- ♦ Flexible Bones 2
- ♦ Slip Free



# ELECTRO

Art by Greg Land & Frank D'Armata



RANK  
**3**

KARMA  
—

HEALTH  
**60**

DAMAGE  
REDUCTION  
—

FOCUS  
**120**

DAMAGE  
REDUCTION  
—

SPEED  
Run: 5  
Climb: 3  
Swim: 3  
Jump: 3

INITIATIVE  
MODIFIER  
**+4**

## ABILITIES

| ABILITY SCORE          | DEFENSE SCORE | NON-COMBAT CHECKS |
|------------------------|---------------|-------------------|
| <b>1</b><br>MELEE      | <b>11</b>     | <b>+1</b>         |
| <b>4</b><br>AGILITY    | <b>14</b>     | <b>+5</b>         |
| <b>2</b><br>RESILIENCE | <b>12</b>     | <b>+2</b>         |
| <b>4</b><br>VIGILANCE  | <b>14</b>     | <b>+4</b>         |
| <b>4</b><br>EGO        | <b>14</b>     | <b>+5</b>         |
| <b>0</b><br>LOGIC      | <b>10</b>     | <b>+0</b>         |

## DAMAGE

| MELEE                                                                                                                           | AGILITY                                                                                                                         | EGO                                                                                                                             | LOGIC                                                                                                                           |
|---------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------|
|  <b>x 3</b> + <b>1</b><br>MULTIPLIER ABILITY |  <b>x 4</b> + <b>4</b><br>MULTIPLIER ABILITY |  <b>x 4</b> + <b>4</b><br>MULTIPLIER ABILITY |  <b>x 3</b> + <b>0</b><br>MULTIPLIER ABILITY |

## TRAITS & TAGS

### TRAITS

- ◆ Abrasive
- ◆ Combat Reflexes
- ◆ **Connections:** Super Villains
- ◆ Fearless
- ◆ **Surprising Power (2):** Elemental Barrage, Supernova
- ◆ Weird

### TAGS

- ◆ Black Market Access
- ◆ Convict
- ◆ Public Identity
- ◆ Villainous

## POWERS

### BASIC

- ◆ Accuracy 1
- ◆ Discipline 1

### ELEMENTAL CONTROL (ELECTRICITY)

- ◆ Elemental Barrage
- ◆ Elemental Barrier
- ◆ Elemental Blast
- ◆ Elemental Burst
- ◆ Elemental Infusion
- ◆ Elemental Protection 1 (10 points to shatter)
- ◆ Elemental Push
- ◆ Elemental Reinforcement
- ◆ Elemental Ricochet
- ◆ Elemental Sphere
- ◆ Supernova

## BIOGRAPHY

**Real Name:** Maxwell "Max" Dillon

**Height:** 5'11" **Weight:** 165 lbs. **Gender:** Male

**Eyes:** Blue **Hair:** Auburn, shaved bald

**Size:** Average

**Distinguishing Features:** None

**Occupation:** Adventurer

**Origin:** Weird Science

**Teams:** Emissaries of Evil, Sinister Six

**Base:** New York City

### HISTORY

Max Dillon grew up in a poor household without many prospects, and when he graduated from high school, the only decent-paying job he could get was working as a line technician for an electrical company. One day on the job, Dillon was simultaneously shocked by an electrical line and hit by a bolt of lightning. The currents should have killed him, but instead, they gave him the power to control electricity.

Figuring that he could use his new powers to make a quick buck, Dillon made a costume and started robbing houses under the codename Electro. Spider-Man (Peter Parker) put an end to his crime spree, and the villain has hated the wall-crawler ever since.

Electro has tried and failed countless times to get even with Spider-Man. He joined the Sinister Six in its earliest days. When that didn't produce results, he started his own team. Then another. Then another.

Despite having literally burned himself out pursuing the wall-crawler, Electro has never managed to get over his obsession with Spider-Man. He has no other real relationships in his life—no driving purpose other than to get rich and to get revenge.

### PERSONALITY

Although Electro started out as little more than a common thief, years and years of defeats have slowly morphed him into something more dangerous and sadistic. He still covets cash, and for the right price, he can be reasoned with, but the opportunity to torture Spider-People is worth more to him than all the money in the world.



## GHOST-SPIDER

Art by Greg Land &amp; Rachelle Rosenberg



RANK

4

KARMA

4

HEALTH

90

DAMAGE  
REDUCTION

—

FOCUS

90

DAMAGE  
REDUCTION

—

SPEED

Run: 6  
Climb: 6  
Swim: 3  
Jump: 6  
Swingline: 18

INITIATIVE  
MODIFIER

+3E

## ABILITIES

ABILITY  
SCORE

4

MELEE

DEFENSE  
SCORE

18

NON-COMBAT  
CHECKS

+5

6

AGILITY

18

+6

3

RESILIENCE

13

+3

3

VIGILANCE

13

+3

2

EGO

12

+2

2

LOGIC

12

+2

## TRAITS &amp; TAGS

## TRAITS

- ◆ **Anathema:**  
Extreme Heat/  
Extreme Sonics/  
Anti-Venom
- ◆ Berserker
- ◆ Combat  
Reflexes
- ◆ **Connections:**  
Super Heroes
- ◆ Extraordinary  
Origin
- ◆ Fearless
- ◆ Free Running
- ◆ Quick Learner
- ◆ Tech Reliance
- ◆ Weird

## TAGS

- ◆ Black Market  
Access
- ◆ Heroic
- ◆ Public Identity  
(Earth-65)
- ◆ Radioactive
- ◆ Secret Identity  
(Earth-616)

## BIOGRAPHY

**Real Name:** Gwen Stacy**Height:** 5'5"**Weight:** 125 lbs.**Gender:** Female**Eyes:** Blue**Hair:** Blond**Size:** Average**Distinguishing Features:** None**Occupation:** Adventurer**Origin:** Symbiote, Weird Science**Teams:** Spider-Army, Spider-Society, Web-Warriors**Base:** New York City

## HISTORY

In Earth-65, teenager Gwen Stacy was bitten by a genetically engineered spider and gained Spider-Powers. Soon after, she became her world's costumed crimefighting Spider-Woman. In an early adventure, she battled her friend Peter Parker—who had not acquired Spider-Powers in this universe but had turned himself into the Lizard in an attempt to become a hero like Spider-Woman—and accidentally killed him, a mistake she has been trying to make up for ever since.

After being drawn into the multiversal battle of Spider-Totems against the murderous Inheritors, Stacy began traveling among worlds, particularly between her own and Earth-616. After surviving the battle with the Inheritors, she took on the name Ghost-Spider. Her identity has become public in her universe, but she enjoys the anonymity she finds in other worlds. At one point, Stacy lost her Spider-Powers, but she regained them after bonding with a symbiotic, sentient costume made of synthetic spiders. She also has a pendant/bracelet called the Ticket to the Multiverse, which allows her to move between worlds.

Recently, after her own world was devastated by a mysterious disaster, Stacy moved to Earth-616 on what appears to be a more permanent basis. With the help of her Earth-616 friends, she seems to be gradually getting her life back in order.

## PERSONALITY

Stacy is smart and friendly, an independent free spirit who enjoys playing drums in her rock band, the Mary Janes. Growing up the daughter of police Captain George Stacy helped instill a strong sense of justice in her, and she tries to live up to her own ideals every day. She doesn't always manage it, but she's determined to keep making the effort.

When Ghost-Spider first bonded to her symbiotic costume, it briefly made her aggressive, feeding upon her existing anger and frustration. Though it hasn't overtly affected her emotions since that initial incident, the suit could still come back to bite her, given the right circumstances.

## DAMAGE

MELEE

MARVEL x 5  
dMarvel MULTIPLIER

+

4  
ABILITY

AGILITY

MARVEL x 4  
dMarvel MULTIPLIER

+

6  
ABILITY

EGO

MARVEL x 4  
dMarvel MULTIPLIER

+

2  
ABILITY

LOGIC

MARVEL x 4  
dMarvel MULTIPLIER

+

2  
ABILITY

## POWERS

## BASIC

- ◆ Combat Trickery
- ◆ Disguise
- ◆ Environmental  
Protection
- ◆ Evasion
- ◆ Mighty 1

OMNIVERSAL TRAVEL  
(MULTIVERSAL) 

- ◆ Multiversal Portal
- ◆ Multiversal Travel
- ◆ Multiversal Travel  
Together

## SPIDER-POWERS

- ◆ Jump 1
- ◆ Spider-Dodge
- ◆ Spider-Sense
- ◆ Spider-Strike
- ◆ Wallcrawling
- ◆ Webcasting
- ◆ Webgrabbing
- ◆ Webslinging
- ◆ Webtrapping



# GREEN GOBLIN (EARLY DAYS)

Art by Steve Ditko



RANK

3

KARMA

—

HEALTH

60

DAMAGE  
REDUCTION

-1

FOCUS

60

DAMAGE  
REDUCTION

—

SPEED

Run: 5  
Climb: 3  
Swim: 3  
Jump: 3  
Flight: 15

INITIATIVE  
MODIFIER

+2

## ABILITIES

ABILITY  
SCORE

DEFENSE  
SCORE

NON-COMBAT  
CHECKS

4

MELEE

14

+5

3

AGILITY

13

+4

2

RESILIENCE

12

+2

2

VIGILANCE

12

+2

1

EGO

11

+1

3

LOGIC

13

+3

## TRAITS & TAGS

### TRAITS

- ◆ Connections: Celebrities
- ◆ Connections: Criminal
- ◆ Extra Occupation
- ◆ Famous
- ◆ Inventor
- ◆ Tech Reliance
- ◆ Weird

### TAGS

- ◆ Black Market Access
- ◆ Enemy: Spider-Man
- ◆ Headquarters
- ◆ Rich
- ◆ Secret Identity
- ◆ Signature Weapon: Pumpkin Bombs (act as frag grenades)
- ◆ Streetwise
- ◆ Villainous

## POWERS

### BASIC

- ◆ Accuracy 1
- ◆ Combat Trickery
- ◆ Flight 1
- ◆ Inspiration
- ◆ Mighty 1
- ◆ Sturdy 1

### ELEMENTAL CONTROL (ENERGY)

- ◆ Elemental Burst

### SUPER-STRENGTH

- ◆ Banging Heads
- ◆ Clobber
- ◆ Crushing Grip
- ◆ Quick Toss

### TACTICS

- ◆ Battle Plan

## BIOGRAPHY

**Real Name:** Norman Osborn

**Height:** 5'11" **Weight:** 185 lbs. **Gender:** Male

**Eyes:** Green **Hair:** Auburn **Size:** Average

**Distinguishing Features:** None

**Occupation:** Criminal, Tycoon

**Origin:** Weird Science

**Teams:** Sinister Six

**Base:** New York City

### HISTORY

From an early age, Norman Osborn had a relentless drive to succeed. Using notes stolen from his business partner, Osborn developed the Goblin formula to give himself superhuman powers. It also transformed him into the Green Goblin—and set him on the road to insanity. He decided to use these powers to establish himself as the criminal leader of New York City. While doing so, he became enemies with Spider-Man (Peter Parker), who he later discovered to be his son Harry's best friend. Although he seems to have died several times, Osborn keeps returning, apparently fated to be a constant thorn in Spider-Man's side.

Though Norman Osborn was recently cleansed of the darker parts of his personality and is no longer the Green Goblin, this profile represents him in his earliest days, before he had his Goblin Glider or many of his later gadgets, back when he was still trying to establish himself in New York City's underworld. He has some basic weapons and a flying broomstick, but he has yet to become the Green Goblin that everyone knows.

### PERSONALITY

Osborn is a smooth operator, a wealthy, powerful and sharp schemer who is often several steps ahead of his foes. He tends to be cool and collected—right up until something frustrates his plans, at which point he becomes unhinged.

## DAMAGE

MELEE

MARVEL

x 4

MULTIPLIER

+

4

ABILITY

AGILITY

MARVEL

x 4

MULTIPLIER

+

3

ABILITY

EGO

MARVEL

x 3

MULTIPLIER

+

1

ABILITY

LOGIC

MARVEL

x 3

MULTIPLIER

+

3

ABILITY



## GREEN GOBLIN (EARTH-1610)

Art by Stuart Immonen &amp; Richard Isanove



RANK

4

KARMA

—

HEALTH

150

DAMAGE  
REDUCTION

-2

FOCUS

90

DAMAGE  
REDUCTION

—

SPEED

Run: 6  
Climb: 3  
Swim: 3  
Jump: 24  
Flight: 24

INITIATIVE  
MODIFIER

+3

## ABILITIES

ABILITY  
SCORE

6

MELEE

DEFENSE  
SCORE

15

NON-COMBAT  
CHECKS

+8

1

AGILITY

10

+1

5

RESILIENCE

15

+5

3

VIGILANCE

13

+3

1

EGO

11

+1

4

LOGIC

14

+4

## TRAITS &amp; TAGS

## TRAITS

- ◆ Berserker
- ◆ Big
- ◆ **Connections:** Celebrities
- ◆ **Connections:** Criminal
- ◆ Extra Occupation
- ◆ Famous
- ◆ Inventor
- ◆ Weird

## TAGS

- ◆ Alternate Form
- ◆ Black Market Access
- ◆ Extreme Appearance (in alternate form)
- ◆ Headquarters
- ◆ Lab Access
- ◆ Public Identity
- ◆ Rich
- ◆ Streetwise
- ◆ Villainous

## BIOGRAPHY

**Real Name:** Norman Osborn**Height:** 5'11", 7' (in Goblin form)**Weight:** 185 lbs., 1,000 lbs. (in Goblin form)**Gender:** Male**Eyes:** Blue, red (in Goblin form) **Hair:** Brown**Size:** Big**Distinguishing Features:** Hulking green goblin form with horns, spikes and orange blood**Occupation:** Criminal, Tycoon**Origin:** Weird Science**Teams:** The Ultimate Six**Base:** New York City (Earth-1610)

## HISTORY

With backing from S.H.I.E.L.D., Norman Osborn and his OsCorp researchers were able to accomplish Osborn's lifelong dream: the creation of a Super-Soldier formula that could usher in the next stage in human evolution. An early version of this formula, filtered through the blood of an arachnid test subject, found its way into the body of Peter Parker. However, the first true human subject for the finished Oz formula was Osborn himself.

The formula enhanced Osborn's body, allowing him to take on a hulking goblin-like form at will, but it also enhanced his narcissism and delusions of godhood. The knowledge that Parker existed—that there was another person with powers like him—was too much for Osborn to handle. In a bout of rage, he butchered his own family and then set out to murder Parker.

As Spider-Man, Parker narrowly managed to defeat Osborn and remand him into S.H.I.E.L.D. custody. After several further bouts with the wall-crawler, Norman put together a plan to leverage all the abilities of his Ultimate Six team and take out Parker once and for all. Parker ultimately won the fight, but in the process, both he and Osborn were killed.

Many months later, the formula in their blood brought both Osborn and Parker back to life, and they resumed their old rivalry.

## PERSONALITY

Osborn is obsessed with the idea of perfection, of becoming a godlike being free of human concepts like morality and justice. But as much as he would like to be, he is not entirely free of guilt. He regrets having killed his son, Harry, though with the Oz formula flowing through Harry's veins too, that death may not be as permanent as Osborn thinks.

## POWERS

## BASIC

- ◆ Flight 1
- ◆ Mighty 2
- ◆ Sturdy 2

ELEMENTAL CONTROL  
(FIRE)

- ◆ Elemental Barrage
- ◆ Elemental Blast
- ◆ Elemental Burst
- ◆ Supernova

## SUPER-STRENGTH

- ◆ Banging Heads
- ◆ Clobber
- ◆ Crushing Grip
- ◆ Ground-Shaking Stomp
- ◆ Immovable
- ◆ Jump 2
- ◆ Quick Toss
- ◆ Smash

## DAMAGE

|         |                                                                                                                        |   |                                 |
|---------|------------------------------------------------------------------------------------------------------------------------|---|---------------------------------|
| MELEE   |  <b>6</b> <small>MULTIPLIER</small> | + | <b>6</b> <small>ABILITY</small> |
| AGILITY |  <b>4</b> <small>MULTIPLIER</small> | + | <b>1</b> <small>ABILITY</small> |
| EGO     |  <b>4</b> <small>MULTIPLIER</small> | + | <b>1</b> <small>ABILITY</small> |
| LOGIC   |  <b>4</b> <small>MULTIPLIER</small> | + | <b>4</b> <small>ABILITY</small> |



# HALLOWS' EVE

Art by Ariel Diaz



RANK  
**3**

KARMA  
**3**

HEALTH  
**60**

DAMAGE  
REDUCTION  
**—**

FOCUS  
**120**

DAMAGE  
REDUCTION  
**—**

SPEED  
Run: 5  
Climb: 3  
Swim: 3  
Jump: 3

INITIATIVE  
MODIFIER  
**+4E**

## ABILITIES

| ABILITY<br>SCORE       | DEFENSE<br>SCORE | NON-COMBAT<br>CHECKS |
|------------------------|------------------|----------------------|
| <b>3</b><br>MELEE      | <b>13</b>        | <b>+3</b>            |
| <b>3</b><br>AGILITY    | <b>13</b>        | <b>+3</b>            |
| <b>2</b><br>RESILIENCE | <b>12</b>        | <b>+2</b>            |
| <b>4</b><br>VIGILANCE  | <b>14</b>        | <b>+4</b>            |
| <b>3</b><br>EGO        | <b>13</b>        | <b>+3</b>            |
| <b>1</b><br>LOGIC      | <b>11</b>        | <b>+1</b>            |

## TRAITS & TAGS

### TRAITS

- ♦ Combat Reflexes
- ♦ **Connections:** Super Heroes
- ♦ Fearless
- ♦ Situational Awareness
- ♦ Skeptical

### TAGS

- ♦ Black Market Access
- ♦ Heroic
- ♦ Hunted
- ♦ Secret Identity
- ♦ Supernatural

## BIOGRAPHY

**Real Name:** Elizabeth Tyne (now mainly goes by Janine Godbe)

**Height:** 5'9" **Weight:** 145 lbs. **Gender:** Female

**Eyes:** Blue **Hair:** Red **Size:** Average

**Distinguishing Features:** None

**Occupation:** Adventurer

**Origin:** Magic

**Teams:** Beyond Corporation, Blood Hunters, Forces of Limbo

**Base:** New York City

### HISTORY

After suffering years of brutal abuse at the hands of her father, Elizabeth Tyne shot him dead and fled to Utah. Under the pseudonym of Janine Godbe (a name she has been using ever since), she got a job as a waitress at a small-time diner and started dating a handsome drifter named Ben Reilly. Godbe revealed her dark past to Reilly, and in exchange, he revealed his own origins as a clone of Spider-Man (Peter Parker).

Shortly thereafter, Godbe was kidnapped by another of Parker's clones: Kaine. Reilly eventually saved her from Kaine's clutches, but the whole incident shook her up so much that she decided to turn herself in to the police.

Years later, as a means of obtaining leverage over Reilly, the Beyond Corporation arranged for Godbe's early release from prison. Together, Reilly and Godbe attempted to escape Beyond's custody, but while Godbe got away clean, Reilly was captured and robbed of his memories, turning him into Chasm.

Despite Reilly's unstable mind, Godbe stuck by his side. She helped him find refuge in the company of Madelyne Pryor, and in exchange, Pryor granted Godbe a mystic bag of masks, each of which imbues their wearer with unique super-powers. As the mysterious Hallows' Eve, Godbe now spends her days adventuring alongside Reilly, helping to guide him back to his old heroic self.

### PERSONALITY

Understandably, Godbe has a hard time trusting others. She would go to the end of the world and back for Reilly, but she cares little for anyone else. That said, she's not a cruel person, and becoming Hallows' Eve has allowed her to find a place as a hero in her own right.

## DAMAGE

| MELEE                                                             | AGILITY                                                           | EGO                                                               | LOGIC                                                             |
|-------------------------------------------------------------------|-------------------------------------------------------------------|-------------------------------------------------------------------|-------------------------------------------------------------------|
| <b>MARVEL</b> x <b>3</b> + <b>3</b><br>dMarvel MULTIPLIER ABILITY | <b>MARVEL</b> x <b>3</b> + <b>3</b><br>dMarvel MULTIPLIER ABILITY | <b>MARVEL</b> x <b>3</b> + <b>3</b><br>dMarvel MULTIPLIER ABILITY | <b>MARVEL</b> x <b>3</b> + <b>1</b><br>dMarvel MULTIPLIER ABILITY |

## POWERS

### BASIC

- ♦ Combat Trickery
- ♦ Evasion
- ♦ Inspiration

### MARTIAL ARTS

- ♦ Attack Stance
- ♦ Defense Stance
- ♦ Fast Strikes
- ♦ Leg Sweep
- ♦ Reverse-Momentum Throw

### NARRATIVE

- ♦ Magic Masks

### TACTICS

- ♦ Battle Plan
- ♦ Change of Plans



## HAMMERHEAD

Art by Humberto Ramos, Victor Olazaba &amp; Edgar Delgado



RANK

3

KARMA

—

HEALTH

120

DAMAGE  
REDUCTION

-1

FOCUS

90

DAMAGE  
REDUCTION

—

SPEED

Run: 5

Climb: 3

Swim: 3

Jump: 3

INITIATIVE  
MODIFIER

+3

## ABILITIES

ABILITY  
SCOREDEFENSE  
SCORENON-COMBAT  
CHECKS

5

MELEE

15

+6

2

AGILITY

12

+3

4

RESILIENCE

14

+4

3

VIGILANCE

13

+4

1

EGO

11

+1

0

LOGIC

10

+0

## TRAITS &amp; TAGS

## TRAITS

- ♦ Berserker
- ♦ **Connections:** Criminal
- ♦ Dealmaker
- ♦ **Signature Attack:** Ram
- ♦ Tech Reliance

## TAGS

- ♦ Backup
- ♦ Black Market Access
- ♦ Public Identity
- ♦ Streetwise
- ♦ Villainous

## BIOGRAPHY

**Real Name:** Unknown**Height:** 5'10" **Weight:** 265 lbs. **Gender:** Male**Eyes:** Blue **Hair:** Black **Size:** Average**Distinguishing Features:** Unusually large, flat and tough head**Occupation:** Criminal**Origin:** High Tech: Cybernetics**Teams:** Maggia**Base:** New York City

## HISTORY

One night, mad scientist Jonas Harrow stumbled upon the body of a small-time Maggia enforcer who had been shot in the head and left for dead in an alleyway beneath a poster for an Al Capone movie. Sensing an opportunity to experiment, Harrow took the dying man back to his lab and reconstructed his cranium, replacing the gangster's skull with ultra-hard steel.

Harrow's subject awoke to find that he had forgotten nearly everything about himself—except for the fact that he wanted to be like Al Capone. Under the codename Hammerhead, he used his unbreakable skull to fight his way through to the upper echelons of the underworld. Soon enough, he became the head of his own Capone-style family.

Hammerhead's rapid rise through the underworld drew the attention of Spider-Man (Peter Parker). Though the hardheaded gangster was rarely the web-slinger's foremost concern, he and Hammerhead duked it out dozens of times over the subsequent years, typically in the midst of larger gang wars.

During one such war, Kingpin's men riddled Hammerhead with bullets, pushing him once again to the brink of death. However, in exchange for some favors, Mister Negative not only saved Hammerhead's life but agreed to pay for the gangster's entire skeleton to be laced with adamantium.

The improved Hammerhead's prospects soared—at least, for a little while. Along with most of the old Maggia leaders, Hammerhead was deposed from power during Tombstone's recent takeover of the New York City underworld.

## PERSONALITY

Despite having been born and raised in Russia, Hammerhead fashions himself and his organization after Italian crime families. He wears a pin-striped suit and talks with a stereotypical gangster accent.

## POWERS

## BASIC

- ♦ Accuracy 1
- ♦ Inspiration
- ♦ Mighty 1
- ♦ Reinforced Skeleton

## RANGED WEAPONS

- ♦ Double Tap
- ♦ Return Fire
- ♦ Snap Shooting
- ♦ Suppressive Fire
- ♦ Weapons Blazing

## SUPER-STRENGTH

- ♦ Clobber
- ♦ Crushing Grip
- ♦ Immovable
- ♦ Smash

## DAMAGE

|         |                                                                                         |            |         |
|---------|-----------------------------------------------------------------------------------------|------------|---------|
| MELEE   |  x 4 | +          | 5       |
|         | dMarvel                                                                                 | MULTIPLIER | ABILITY |
| AGILITY |  x 4 | +          | 2       |
|         | dMarvel                                                                                 | MULTIPLIER | ABILITY |
| EGO     |  x 3 | +          | 1       |
|         | dMarvel                                                                                 | MULTIPLIER | ABILITY |
| LOGIC   |  x 3 | +          | 0       |
|         | dMarvel                                                                                 | MULTIPLIER | ABILITY |



# HOBGOBLIN

Art by Patrick Brown



RANK  
**4**

KARMA  
—

HEALTH  
**120**

DAMAGE  
REDUCTION  
**-1**

FOCUS  
**60**

DAMAGE  
REDUCTION  
—

SPEED  
Run: 5  
Climb: 3  
Swim: 3  
Jump: 3  
Flight: 20

INITIATIVE  
MODIFIER  
**+2**

## ABILITIES

| ABILITY<br>SCORE       | DEFENSE<br>SCORE | NON-COMBAT<br>CHECKS |
|------------------------|------------------|----------------------|
| <b>6</b><br>MELEE      | <b>16</b>        | <b>+8</b>            |
| <b>4</b><br>AGILITY    | <b>14</b>        | <b>+5</b>            |
| <b>4</b><br>RESILIENCE | <b>14</b>        | <b>+4</b>            |
| <b>2</b><br>VIGILANCE  | <b>12</b>        | <b>+2</b>            |
| <b>3</b><br>EGO        | <b>13</b>        | <b>+3</b>            |
| <b>1</b><br>LOGIC      | <b>11</b>        | <b>+1</b>            |

## DAMAGE

| ABILITY | MULTIPLIER | ABILITY  |
|---------|------------|----------|
| MELEE   | <b>6</b>   | <b>6</b> |
| AGILITY | <b>5</b>   | <b>4</b> |
| EGO     | <b>4</b>   | <b>3</b> |
| LOGIC   | <b>4</b>   | <b>1</b> |

## TRAITS & TAGS

### TRAITS

- ◆ Connections: Celebrities
- ◆ Connections: Criminal
- ◆ Dealmaker
- ◆ Extra Occupation
- ◆ Famous
- ◆ Leverage
- ◆ Tech Reliance
- ◆ Weird

### TAGS

- ◆ Black Market Access
- ◆ Public Identity
- ◆ Rich
- ◆ Signature Weapon: Pumpkin Bombs (act as frag grenades)
- ◆ Streetwise
- ◆ Villainous

## POWERS

### BASIC

- ◆ Accuracy 1
- ◆ Flight 2
- ◆ Healing Factor
- ◆ Inspiration
- ◆ Mighty 2
- ◆ Sturdy 1

### ELEMENTAL CONTROL (ENERGY)

- ◆ Elemental Blast
- ◆ Elemental Burst

### SUPER-STRENGTH

- ◆ Banging Heads
- ◆ Clobber

### TACTICS

- ◆ Battle Plan
- ◆ Change of Plans
- ◆ Combat Support
- ◆ Focus Fire
- ◆ Operations Center

## BIOGRAPHY

**Real Name:** Roderick Kingsley

**Height:** 5'11" **Weight:** 185 lbs. **Gender:** Male

**Eyes:** Blue **Hair:** Gray, formerly blond

**Size:** Average

**Distinguishing Features:** None

**Occupation:** Criminal, Tycoon

**Origin:** Weird Science

**Teams:** Sinister Six

**Base:** New York City

### HISTORY

The first time that the Green Goblin (Norman Osborn) faked his death, he was unprepared. He rushed to flee the country, abandoning dozens of secret stashes of Goblin technology throughout New York City.

A ruthless but unsuccessful fashion designer named Roderick Kingsley discovered one of these stashes and decided to use the gear to further his career. Under the codename Hobgoblin, Kingsley embarked on a series of covert attacks against his biggest competitors.

Kingsley was careful. He employed multiple agents and body doubles, killing anyone who threatened to expose his identity. In the end, he was still unmasked and defeated by Spider-Man (Peter Parker).

Unable to return to life as a fashion designer, Kingsley threw himself wholly into the world of super-villainy. He and Spider-Man clashed again many times in the subsequent years, sometimes directly and sometimes through proxies like Ned Leeds. Despite the wall-crawler's best efforts, Kingsley always managed to slip away and return to fight another day.

Many people have held the title of Hobgoblin, but Kingsley was the first and the most successful.

### PERSONALITY

Roderick Kingsley may model himself after Norman Osborn, but he lacks Osborn's mental instability. He is clever, conniving and, above all things, patient. In this way, he can often be a greater threat than Osborn himself.



## HYDRO-MAN

Art by Terry Dodson



RANK

4

KARMA

—

HEALTH

180

DAMAGE  
REDUCTION

-2

FOCUS

120

DAMAGE  
REDUCTION

—

SPEED

Run: 5

Climb: 3

Swim: 12

Jump: 3

INITIATIVE  
MODIFIER

+4

## ABILITIES

ABILITY  
SCORE

6

MELEE

DEFENSE  
SCORE

16

NON-COMBAT  
CHECKS

+6

3

AGILITY

13

+3

6

RESILIENCE

16

+6

4

VIGILANCE

14

+4

1

EGO

11

+1

0

LOGIC

10

+0

## TRAITS &amp; TAGS

## TRAITS

- ◆ Abrasive
- ◆ Berserker
- ◆ Combat Reflexes
- ◆ **Connections:** Criminals
- ◆ **Weakness:** Earth (particularly soil, dirt and dust)
- ◆ Weird

## TAGS

- ◆ Black Market Access
- ◆ Public Identity
- ◆ Streetwise
- ◆ Villainous

## BIOGRAPHY

**Real Name:** Morris "Morrie" Bench**Height:** Varies, usually around 6'2"**Weight:** Varies, usually around 265 lbs.**Gender:** Male**Eyes:** Brown    **Hair:** Brown    **Size:** Average**Distinguishing Features:** None**Occupation:** Criminal**Origin:** Weird Science**Teams:** Frightful Four, Maggia, Sinister Six**Base:** Mobile**HISTORY**

At the request of some local engineers, Spider-Man (Peter Parker) agreed to supervise the first test of a new hydroelectric generator in the seas outside of New York City. During the test, an electrical cable snapped, and Spider-Man—in his rush to mitigate the damage—accidentally pushed small-time sailor and ex-con Morris Bench overboard.

The energy from the generator turned Bench into a living liquid, capable of not only becoming water, but controlling it in the same way that the Sandman controls sand. Upset about his new condition, Bench set out to get revenge on Spider-Man, tracking him across New York City before attempting to wash the spider out once and for all.

Spider-Man literally mopped up the newly anointed Hydro-Man with nothing more than a stack of newspapers, but Bench, ever the optimist, remained undeterred. In the years since their first encounter, Bench has made dozens of further attempts on the wall-crawler's life, each more disastrous and poorly conceived than the last.

In many ways, this quest has consumed Bench's entire life. Although he occasionally takes regular criminal jobs to pay the bills, his only real passion is taking down Spider-Man. He lost track of his original reasons for hating the hero long ago, but he still feels an instinctual need for vengeance.

**PERSONALITY**

Morrie Bench was an unscrupulous and greedy crook long before he became Hydro-Man, and gaining incredible powers certainly hasn't helped balance him out. He is, on the whole, a dull individual driven almost entirely by his personal grievances and impulses. To call him temperamental would be a vast understatement.

## DAMAGE

MELEE

MARVEL x 4  
dMarvel MULTIPLIER

+

6

ABILITY

AGILITY

MARVEL x 4  
dMarvel MULTIPLIER

+

3

ABILITY

EGO

MARVEL x 4  
dMarvel MULTIPLIER

+

1

ABILITY

LOGIC

MARVEL x 4  
dMarvel MULTIPLIER

+

0

ABILITY

## POWERS

**ELEMENTAL CONTROL (WATER)**

- ◆ Elemental Barrier
- ◆ Elemental Blast
- ◆ Elemental Burst
- ◆ Elemental Form
- ◆ Elemental Grab
- ◆ Elemental Protection 1 (10 points to shatter)
- ◆ Elemental Reinforcement
- ◆ Elemental Suffocation

**PLASTICITY**

- ◆ Extended Reach 1
- ◆ Flexible Bones 2
- ◆ Reverse Punch
- ◆ Slip Free

**RESIZE**

- ◆ Grow 2

**SUPER-SPEED**

- ◆ Speed Swim



# JACKAL

Art by Minck Oosterveer & David Curiel



RANK  
**3**

KARMA  
—

HEALTH  
**60**

DAMAGE  
REDUCTION  
—

FOCUS  
**90**

DAMAGE  
REDUCTION  
—

SPEED  
Run: 5  
Climb: 5  
Swim: 3  
Jump: 5

INITIATIVE  
MODIFIER  
**+3**

## ABILITIES

| ABILITY<br>SCORE       | DEFENSE<br>SCORE | NON-COMBAT<br>CHECKS |
|------------------------|------------------|----------------------|
| <b>4</b><br>MELEE      | <b>14</b>        | <b>+5</b>            |
| <b>2</b><br>AGILITY    | <b>12</b>        | <b>+2</b>            |
| <b>2</b><br>RESILIENCE | <b>12</b>        | <b>+2</b>            |
| <b>3</b><br>VIGILANCE  | <b>13</b>        | <b>+3</b>            |
| <b>1</b><br>EGO        | <b>11</b>        | <b>+1</b>            |
| <b>5</b><br>LOGIC      | <b>15</b>        | <b>+7</b>            |

## DAMAGE

| MELEE                                                             | AGILITY                                                           | EGO                                                               | LOGIC                                                             |
|-------------------------------------------------------------------|-------------------------------------------------------------------|-------------------------------------------------------------------|-------------------------------------------------------------------|
| <b>MARVEL</b> x <b>4</b> + <b>4</b><br>dMarvel MULTIPLIER ABILITY | <b>MARVEL</b> x <b>3</b> + <b>2</b><br>dMarvel MULTIPLIER ABILITY | <b>MARVEL</b> x <b>3</b> + <b>1</b><br>dMarvel MULTIPLIER ABILITY | <b>MARVEL</b> x <b>5</b> + <b>5</b><br>dMarvel MULTIPLIER ABILITY |

## TRAITS & TAGS

### TRAITS

- ♦ Combat Reflexes
- ♦ Font of Information
- ♦ Inventor
- ♦ Presence
- ♦ Scientific Expertise
- ♦ Weird

### TAGS

- ♦ Alternate Form
- ♦ Extreme Appearance (in Jackal form)
- ♦ Lab Access
- ♦ Public Identity
- ♦ Villainous

## POWERS

### BASIC

- ♦ Brilliance 2
- ♦ Combat Trickery
- ♦ Mighty 1

### MELEE WEAPONS (SHARP)

- ♦ Fast Attacks
- ♦ Hit & Run
- ♦ Riposte
- ♦ Vicious Attack

### SPIDER-POWERS

- ♦ Jump 1
- ♦ Spider-Dodge
- ♦ Wallcrawling

## BIOGRAPHY

**Real Name:** Miles Warren

**Height:** 5'10" **Weight:** 175 lbs. **Gender:** Male

**Eyes:** Green **Hair:** Gray, none (as Jackal)

**Size:** Average

**Distinguishing Features:** Green, goblin-like appearance with retractable claws and fangs (as Jackal)

**Occupation:** Scientist

**Origin:** Weird Science

**Teams:** None

**Base:** New York City

### HISTORY

Once a promising young bioengineer held in top regard by no less an authority than the High Evolutionary, Miles Warren fell into disgrace after a genetically modified jackal of his own design killed most of his family.

Unable to procure another job, Warren fell back into the safety net of so many failed scientists: higher education. Working as a biochemistry professor at New York's Empire State University, he became increasingly obsessed with student Gwen Stacy, to the point that after she died, he attempted to clone both her and her boyfriend, Peter Parker. Only after the fact did he realize that Parker was Spider-Man.

Sensing an opportunity to create incredible havoc and get revenge on one of the men he held responsible for Stacy's death, Warren created several more clones of Parker. In the guise of the Jackal, he tormented Parker and his doubles with an increasingly complex series of mind games, deliberately manipulating them into harming and even killing one another.

Though Spider-Man and his clones eventually managed to unravel Warren's initial treachery, the scientist's mind games never really ended. After imbuing himself with the ability to assume a Jackal-like alternate form, he began creating clones of himself to torment the wall-crawler. At any given moment, a dozen or more clones of the Jackal, each believing himself to be the original, may be plotting to ruin the lives of Peter Parker and his allies.

### PERSONALITY

The Jackal is a chaos lover and sadist. It's not enough for him to simply torture someone, though he's certainly not above the act. Lacking any solid identity of his own, he feels a desperate need to make his victims question their own identities.



## KINDRED

Art by Leinil Francis Yu &amp; Sunny Gho



RANK

5

KARMA

—

HEALTH

150

DAMAGE  
REDUCTION

-2

FOCUS

150

DAMAGE  
REDUCTION

—

SPEED

Run: 5

Climb: 5

Swim: 3

Jump: 3

INITIATIVE  
MODIFIER

+5E

## ABILITIES

ABILITY  
SCOREDEFENSE  
SCORENON-COMBAT  
CHECKS

7

MELEE

17

+10

4

AGILITY

14

+4

5

RESILIENCE

15

+5

5

VIGILANCE

15

+5

4

EGO

14

+5

1

LOGIC

11

+1

## TRAITS &amp; TAGS

## TRAITS

- ♦ Combat Reflexes
- ♦ **Connections:** Super Heroes
- ♦ Extraordinary Origin
- ♦ Fearless
- ♦ Monster
- ♦ Situational Awareness
- ♦ Sneaky
- ♦ Weird

## TAGS

- ♦ Black Market Access
- ♦ Clone
- ♦ Cursed
- ♦ Extreme Appearance (in true form)
- ♦ Public Identity
- ♦ Sorcerous
- ♦ Supernatural
- ♦ Villainous

## BIOGRAPHY

**Real Name:** Gabriel and Sarah Stacy**Height:** 6' (Gabriel), 5'6" (Sarah)**Weight:** 180 lbs. (Gabriel), 125 lbs. (Sarah)**Gender:** Male (Gabriel), female (Sarah)**Eyes:** Brown (Gabriel), blue (Sarah)**Hair:** Auburn (Gabriel), blond (Sarah)**Size:** Average**Distinguishing Features:** None**Occupation:** Adventurer**Origin:** Magic: Demonic, Weird Science**Teams:** None**Base:** New York City

## HISTORY

Shortly before his death, the Green Goblin (Harry Osborn) launched two separate long-term schemes that would toy with the mind of Spider-Man (Peter Parker) for years to come. The first of these projects involved a simple pair of Life-Model Decoys made to look like Parker's parents. The second was far more complicated.

Using DNA samples harvested from Gwen Stacy and Norman Osborn, Harry created a pair of unique, rapidly aging clones named Gabriel and Sarah Stacy, who closely resembled Norman and Gwen, respectively. He then brainwashed not only the clones, but also Norman and Mary Jane Watson, into believing that Gabriel and Sarah were Norman and Gwen's illicit children.

Acting on the orders of an A.I. construct of Harry, the twins set out to torment Spider-Man, torturing him with the idea that Gwen had cheated on him with his worst enemy. Spider-Man eventually uncovered the truth behind the scheme, and shortly thereafter, the twins died of old age.

In an attempt to break Spider-Man's will, Mephisto resurrected the pair and imbued them with magical abilities. Acting in tandem as the demonic Kindred, Gabriel and Sarah blasted Parker with visions of those he couldn't save, driving him to the brink of insanity. Thankfully, Parker managed to keep his mind together long enough for Mephisto to lose faith in his agents and send them back to the underworld.

## PERSONALITY

Gabriel and Sarah are angry and irrational individuals driven by resentment. They resent Harry for creating them. They resent Norman for how he raised Harry. Most of all, they resent Peter Parker for, as they see it, driving Harry and Norman to insanity in the first place.

## DAMAGE

MELEE

MARVEL  
dMarvel

x 8

+

7

ABILITY

AGILITY

MARVEL  
dMarvel

x 5

+

4

ABILITY

EGO

MARVEL  
dMarvel

x 6

+

4

ABILITY

LOGIC

MARVEL  
dMarvel

x 5

+

1

ABILITY

## POWERS

## BASIC

- ♦ Additional Limbs
- ♦ Discipline 1
- ♦ Disguise
- ♦ Mighty 3
- ♦ Sturdy 2

## HEALING

- ♦ Cure-All
- ♦ Healing Hands
- ♦ Let's Go
- ♦ Resurrect

## MAGIC (DEMONIC)

- ♦ Possession
- ♦ Sense Sins

## MAGIC (SORCERY)

- ♦ Images of Ikonn

## SPIDER-POWERS

- ♦ Wallcrawling

## SUPER-STRENGTH

- ♦ Clobber
- ♦ Crushing Grip
- ♦ Quick Toss



# KINGPIN (EARTH-65)

Art by Robbi Rodriguez



|                                                          |                                         |
|----------------------------------------------------------|-----------------------------------------|
| <b>RANK</b><br><b>2</b>                                  | <b>KARMA</b><br>—                       |
| <b>HEALTH</b><br><b>60</b>                               | <b>DAMAGE REDUCTION</b><br>—            |
| <b>FOCUS</b><br><b>30</b>                                | <b>DAMAGE REDUCTION</b><br>—            |
| <b>SPEED</b><br>Run: 5<br>Climb: 3<br>Swim: 3<br>Jump: 3 | <b>INITIATIVE MODIFIER</b><br><b>+1</b> |

## ABILITIES

| ABILITY SCORE          | DEFENSE SCORE | NON-COMBAT CHECKS |
|------------------------|---------------|-------------------|
| <b>3</b><br>MELEE      | <b>13</b>     | <b>+3</b>         |
| <b>2</b><br>AGILITY    | <b>12</b>     | <b>+2</b>         |
| <b>2</b><br>RESILIENCE | <b>12</b>     | <b>+2</b>         |
| <b>1</b><br>VIGILANCE  | <b>11</b>     | <b>+1</b>         |
| <b>0</b><br>EGO        | <b>10</b>     | <b>+0</b>         |
| <b>2</b><br>LOGIC      | <b>12</b>     | <b>+2</b>         |

## TRAITS & TAGS

### TRAITS

- ♦ Combat Reflexes
- ♦ **Connections:** Criminal
- ♦ Dealmaker
- ♦ Extra Occupation
- ♦ Legal Eagle
- ♦ Public Speaking
- ♦ Weird

### TAGS

- ♦ Black Market Access
- ♦ Convict
- ♦ Public Identity
- ♦ Rich
- ♦ **Signature Weapon:** Cane Sword (acts as a regular sword)
- ♦ Streetwise
- ♦ Villainous
- ♦ Vision Issues

## BIOGRAPHY

**Real Name:** Matthew "Matt" Murdock

**Height:** 6'1" **Weight:** 165 lbs. **Gender:** Male

**Eyes:** Brown **Hair:** Red **Size:** Average

**Distinguishing Features:** None

**Occupation:** Criminal, Lawyer

**Origin:** Weird Science

**Teams:** The Hand

**Base:** New York City (Earth-65)

### HISTORY

The history of Earth-65's Matt Murdock almost exactly mirrors that of his Earth-616 counterpart until midway through his adolescence, when members of the Hand killed his mentor, Stick, and forcibly enlisted him into their ranks. As Murdock grew older, the Hand began to fear his strange abilities and eventually they sent him away to live in New York. Trained to seek power at all costs, Murdock worked his way into becoming the right-hand man of Kingpin (Wilson Fisk), and after Fisk was sent to prison, Murdock took over the crime lord's organization, becoming the new Kingpin.

Though he had achieved supremacy over the criminal underworld, Murdock had no idea what to do with his power—until he saw Ghost-Spider. Inspired by her unflinching heroic spirit, he became obsessed with corrupting her. With all the resources of the underworld behind him, he launched a vast campaign of torment, blackmail and extortion against the wall-crawler.

When Murdock's plans failed to yield results, he grew increasingly unhinged. Eventually, he chose to burn his organization to the ground, betraying both the Maggia and the Hand. The Hand tried to kill him, but their ninja stood no chance against Murdock. Ultimately, it took the combined efforts of Ghost-Spider and her band of friends to bring him down and send him to a high-security S.H.I.E.L.D. prison.

### PERSONALITY

Sharp, arrogant, violent and manipulative, Matt Murdock makes for a good lawyer and an even better mobster. He hates himself for becoming everything he stood against in his youth, but heroes would have a better chance of cutting him physically before they could cut through the facade he puts up to hide his shame.

## POWERS

### BASIC

- ♦ Heightened Senses 2

### MARTIAL ARTS

- ♦ Attack Stance
- ♦ Fast Strikes
- ♦ Leg Sweep

### MELEE WEAPONS (SHARP)

- ♦ Fast Attacks
- ♦ Riposte
- ♦ Vicious Attack

## DAMAGE

|                |                               |          |                            |
|----------------|-------------------------------|----------|----------------------------|
| <b>MELEE</b>   | <b>MULTIPLIER</b><br><b>2</b> | <b>+</b> | <b>ABILITY</b><br><b>3</b> |
| <b>AGILITY</b> | <b>MULTIPLIER</b><br><b>2</b> | <b>+</b> | <b>ABILITY</b><br><b>2</b> |
| <b>EGO</b>     | <b>MULTIPLIER</b><br><b>2</b> | <b>+</b> | <b>ABILITY</b><br><b>0</b> |
| <b>LOGIC</b>   | <b>MULTIPLIER</b><br><b>2</b> | <b>+</b> | <b>ABILITY</b><br><b>2</b> |



## KRAVEN THE HUNTER (ANA KRAVINOFF)

Art by Joe Quinones



RANK

3

KARMA

—

HEALTH

60

DAMAGE  
REDUCTION

—

FOCUS

90

DAMAGE  
REDUCTION

—

SPEED

Run: 5

Climb: 3

Swim: 3

Jump: 5

INITIATIVE  
MODIFIER

+3

## ABILITIES

ABILITY  
SCORE

4

MELEE

DEFENSE  
SCORE

14

NON-COMBAT  
CHECKS

+5

3

AGILITY

13

+3

2

RESILIENCE

12

+2

3

VIGILANCE

13

+3

1

EGO

11

+1

2

LOGIC

12

+2

## TRAITS &amp; TAGS

## TRAITS

- ♦ Combat Reflexes
- ♦ **Connections:** Super Villains
- ♦ Extraordinary Origin
- ♦ Fearless
- ♦ Free Running

## TAGS

- ♦ Black Market Access
- ♦ Inhuman Genes
- ♦ Public Identity
- ♦ Supernatural
- ♦ Villainous
- ♦ Young

## POWERS

## BASIC

- ♦ Inspiration
- ♦ Mighty 1

## MARTIAL ARTS

- ♦ Attack Stance
- ♦ Fast Strikes
- ♦ Leg Sweep

MELEE WEAPONS  
(SHARP)

- ♦ Exploit
- ♦ Hit & Run
- ♦ Vicious Attack

## SPIDER-POWERS

- ♦ Jump 1
- ♦ Spider-Dodge

## SUPER-STRENGTH

- ♦ Crushing Grip

## TACTICS

- ♦ Battle Plan

## BIOGRAPHY

**Real Name:** Anastasia Tatiana "Ana" Kravinoff**Height:** 5'4"**Weight:** 120 lbs.**Gender:** Female**Eyes:** Brown**Hair:** Blond**Size:** Average**Distinguishing Features:** None**Occupation:** Adventurer**Origin:** Inhuman, Magic**Teams:** The Syndicate**Base:** New York City

## HISTORY

As the youngest progeny of the original Kraven the Hunter (Sergei Kravinoff), Ana Kravinoff grew up hardly knowing her father. Nonetheless, her mother, Sasha, raised her to revere their deceased patriarch and to despise his enemies, particularly Spider-Man (Peter Parker).

The moment that Ana was old enough to fight, Sasha sent her off to New York City to kill the Web-Head. This "first hunt" ended in failure, but ever undeterred, Ana and her mother spent the next several years coming up with plans to ensure the web-slinger's downfall, eventually spearheading a scheme to resurrect Sergei himself.

The Kravinoffs were thrilled to see their patriarch in the flesh once again, but Sergei—unable to believe that such weak people were his successors—killed off most of the family, sparing only Ana, due to her potential. However, in time he became disillusioned with Ana as well and decided to make dozens of clones of himself fight to the death to earn a place as his true successor.

Disgusted by her father's actions, Ana abandoned him and sought employment as a mercenary. She currently spends most of her time working with the all-female Syndicate led by the Beetle (Janice Lincoln).

## PERSONALITY

In many ways, Ana Kravinoff is still figuring herself out. She continues to use her father's code-name, but she no longer cares much for him or the Kravinoff name. Her only surviving family member is her father's clone successor, and she hates him almost as much as she hates Spider-Man.

Ana maintains a bit of the old Kravinoff aristocratic superiority, but unlike her former family members, she is open to other points of view.

## DAMAGE

|         |                                                                                         |            |         |
|---------|-----------------------------------------------------------------------------------------|------------|---------|
| MELEE   |  × 4 | +          | 4       |
|         | dMarvel                                                                                 | MULTIPLIER | ABILITY |
| AGILITY |  × 3 | +          | 3       |
|         | dMarvel                                                                                 | MULTIPLIER | ABILITY |
| EGO     |  × 3 | +          | 1       |
|         | dMarvel                                                                                 | MULTIPLIER | ABILITY |
| LOGIC   |  × 3 | +          | 2       |
|         | dMarvel                                                                                 | MULTIPLIER | ABILITY |



# KRAVEN THE HUNTER (LAST SON OF KRAVEN)

Art by Sergio Dávila, Sean Parsons & Morry Hollowell



RANK  
**3**

KARMA  
—

HEALTH  
**90**

DAMAGE  
REDUCTION  
—

FOCUS  
**90**

DAMAGE  
REDUCTION  
—

SPEED  
Run: 6  
Climb: 6  
Swim: 3  
Jump: 6

INITIATIVE  
MODIFIER  
**+3**

## ABILITIES

| ABILITY<br>SCORE       | DEFENSE<br>SCORE | NON-COMBAT<br>CHECKS |
|------------------------|------------------|----------------------|
| <b>3</b><br>MELEE      | <b>13</b>        | <b>+4</b>            |
| <b>5</b><br>AGILITY    | <b>15</b>        | <b>+5</b>            |
| <b>3</b><br>RESILIENCE | <b>13</b>        | <b>+3</b>            |
| <b>3</b><br>VIGILANCE  | <b>13</b>        | <b>+3</b>            |
| <b>1</b><br>EGO        | <b>11</b>        | <b>+1</b>            |
| <b>0</b><br>LOGIC      | <b>10</b>        | <b>+0</b>            |

## DAMAGE

| ABILITY | MULTIPLIER | ABILITY  |
|---------|------------|----------|
| MELEE   | <b>4</b>   | <b>3</b> |
| AGILITY | <b>3</b>   | <b>5</b> |
| EGO     | <b>3</b>   | <b>1</b> |
| LOGIC   | <b>3</b>   | <b>0</b> |

## TRAITS & TAGS

### TRAITS

- ♦ Combat Expert
- ♦ **Connections:** Super Villains
- ♦ Extraordinary Origin
- ♦ Fearless
- ♦ Free Running
- ♦ Weird

### TAGS

- ♦ Black Market Access
- ♦ Clone
- ♦ Public Identity
- ♦ **Signature Weapon:** Spear (+1 Melee damage multiplier bonus; range: reach +1)
- ♦ Supernatural
- ♦ Villainous

## POWERS

### BASIC

- ♦ Mighty 1

### MARTIAL ARTS

- ♦ Attack Stance
- ♦ Grappling Technique

### MELEE WEAPONS (SHARP)

- ♦ Exploit
- ♦ Hit & Run
- ♦ Vicious Attack

### RANGED WEAPONS

- ♦ Double Tap
- ♦ Stopping Power

### SPIDER-POWERS

- ♦ Jump 1
- ♦ Spider-Dodge
- ♦ Wallcrawling

### SUPER-STRENGTH

- ♦ Crushing Grip

## BIOGRAPHY

**Real Name:** None

**Height:** 6' **Weight:** 230 lbs. **Gender:** Male

**Eyes:** Brown **Hair:** Black **Size:** Average

**Distinguishing Features:** None

**Occupation:** Adventurer

**Origin:** Magic, Weird Science

**Teams:** Sinister Six, Thunderbolts

**Base:** Mobile

### HISTORY

Having finally bested his longtime rival Spider-Man (Peter Parker), Sergei Kravinoff shot himself, content that the legend of his Last Hunt would live long past his death. However, his wife and daughter could not let sleeping dogs lie, and after years of searching out the right rituals, they resurrected their patriarch. Disgusted by his own return, Kravinoff disowned his family and retired to the Savage Land where, with the help of the High Evolutionary, he created and raised 87 clones of himself, training them to follow in his footsteps.

Eventually, the most brutal of these clones killed all his brethren, earning him the title of Kraven's Last Son. In the guise of Spider-Man, Kravinoff attacked his Last Son, baiting the clone into beating him to death. As a reward for the clone's victory, Kravinoff left behind a note naming his Last Son as his one true heir.

As the new Kraven the Hunter, this clone—who refers to the original as his father—has worked tirelessly to hunt down Spider-Man and his wall-crawling allies. Though he may lack his father's depth of experience, he is just as vicious and clever as the old Kraven, if not more so.

### PERSONALITY

Just like his father, this new Kraven is arrogant and bombastic, but he is also determined to prove himself to be the greatest hunter who ever lived. He cares for little else, and he regards the rest of Kraven's family, particularly Kraven's daughter, Ana Kravinoff—who also uses the Kraven the Hunter title—as mere pretenders to the throne.



## LADY OCTOPUS

Art by David Baldeón &amp; Israel Silva



RANK

4

KARMA

—

HEALTH

60

DAMAGE  
REDUCTION

—

FOCUS

90

DAMAGE  
REDUCTION

—

SPEED

Run: 6

Climb: 6

Swim: 3

Jump: 6

INITIATIVE  
MODIFIER

+3

## ABILITIES

ABILITY  
SCOREDEFENSE  
SCORENON-COMBAT  
CHECKS

4

MELEE

14

+6

5

AGILITY

15

+5

2

RESILIENCE

12

+2

3

VIGILANCE

13

+3

2

EGO

12

+2

4

LOGIC

14

+5

## TRAITS &amp; TAGS

## TRAITS

- ◆ Abrasive
- ◆ Combat Reflexes
- ◆ Font of Information
- ◆ Inventor
- ◆ Scientific Expertise
- ◆ Skeptical
- ◆ Tech Reliance

## TAGS

- ◆ Lab Access
- ◆ Public Identity
- ◆ Villainous

## POWERS

## BASIC

- ◆ Additional Limbs
- ◆ Brilliance 1
- ◆ Mighty 2

ELEMENTAL CONTROL  
(ENERGY)

- ◆ Elemental Barrier
- ◆ Elemental Blast
- ◆ Elemental Burst

## PLASTICITY

- ◆ Extended Reach 1

## SPIDER-POWERS

- ◆ Spider-Dodge
- ◆ Wallcrawling

## SUPER-STRENGTH

- ◆ Banging Heads
- ◆ Clobber
- ◆ Crushing Grip
- ◆ Jump 1
- ◆ Quick Toss

## TELEPATHY

- ◆ Machine Telepathy

## BIOGRAPHY

**Real Name:** Carolyn Trainer**Height:** 5'10"**Weight:** 140 lbs.**Gender:** Female**Eyes:** Brown**Hair:** Brown**Size:** Average**Distinguishing Features:** Six mechanical arms**Occupation:** Scientist**Origin:** High Tech**Teams:** The Syndicate**Base:** New York City

## HISTORY

Though born the daughter of the brave geneticist and Spider-Man (Peter Parker) ally Seward Trainer, Carolyn Trainer was only ever interested in the accomplishments of her father's old colleague Otto Octavius. She spent her entire adolescence studying under Doctor Octopus, and after he was killed by Kaine, she carried on his legacy.

As the new Doctor Octopus, she launched a series of revenge schemes against Kaine and his genetic brothers, Peter Parker and Ben Reilly. When the schemes all failed, she settled for the next best thing: undoing Kaine's murder of her mentor altogether. With help from a sect of Hand ninja, Trainer resurrected Octavius and returned to her job as his assistant. Having gotten a taste for the thrill of adventuring solo, though, she quickly abandoned him to become the independent mercenary Lady Octopus.

These days, Lady Octopus primarily works with the all-female Syndicate led by the Beetle (Janice Lincoln). Though she rarely agrees with the way that Lincoln manages the team, she can't deny that the Syndicate gets results.

## PERSONALITY

Much like her mentor Octavius, Carolyn Trainer is an intelligent scientist with a huge but fragile ego. Her years of working as Doctor Octopus' assistant did teach her some modicum of humility, but she still dislikes most of the ideas that her colleagues in the Syndicate come up with, and she is more than willing to tell them so.

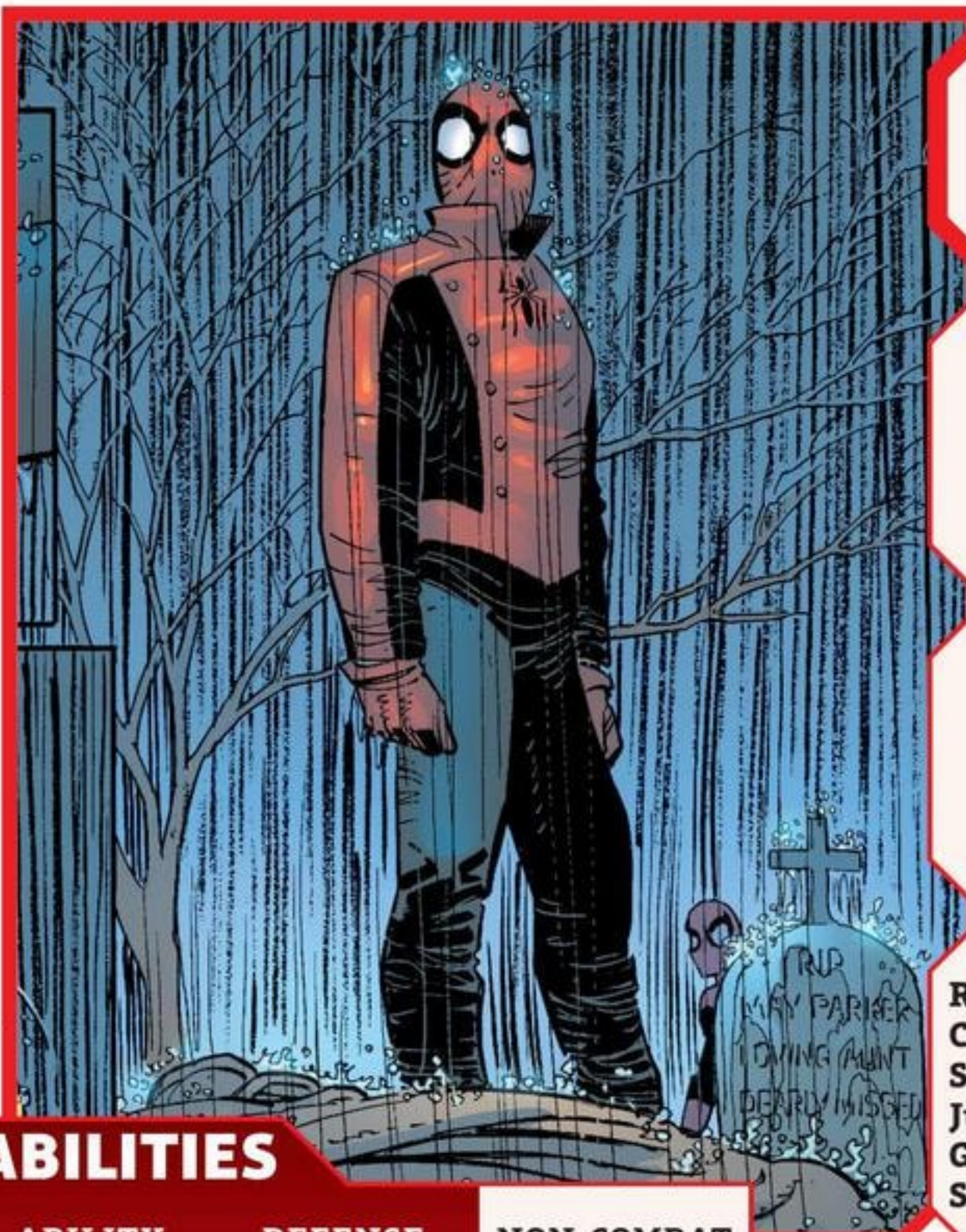
## DAMAGE

|         |                                                                                         |   |         |
|---------|-----------------------------------------------------------------------------------------|---|---------|
| MELEE   |  x 6 | + | 4       |
|         | MULTIPLIER                                                                              |   | ABILITY |
| AGILITY |  x 4 | + | 5       |
|         | MULTIPLIER                                                                              |   | ABILITY |
| EGO     |  x 4 | + | 2       |
|         | MULTIPLIER                                                                              |   | ABILITY |
| LOGIC   |  x 5 | + | 4       |
|         | MULTIPLIER                                                                              |   | ABILITY |



# LAST STAND SPIDER-MAN

Art by John Romita Jr., Scott Hanna & Dan Kemp



**RANK**  
**4**

**KARMA**  
—

**HEALTH**  
**60**

**DAMAGE REDUCTION**  
—

**FOCUS**  
**120**

**DAMAGE REDUCTION**  
—

**SPEED**

Run: 6  
Climb: 6  
Swim: 3  
Jump: 6  
Glide: 12  
Swingline: 18

**INITIATIVE MODIFIER**  
**+4E**

## ABILITIES

| ABILITY SCORE          | DEFENSE SCORE | NON-COMBAT CHECKS |
|------------------------|---------------|-------------------|
| <b>6</b><br>MELEE      | <b>18</b>     | <b>+7</b>         |
| <b>6</b><br>AGILITY    | <b>18</b>     | <b>+6</b>         |
| <b>2</b><br>RESILIENCE | <b>12</b>     | <b>+2</b>         |
| <b>4</b><br>VIGILANCE  | <b>14</b>     | <b>+4</b>         |
| <b>3</b><br>EGO        | <b>13</b>     | <b>+3</b>         |
| <b>4</b><br>LOGIC      | <b>14</b>     | <b>+4</b>         |

## TRAITS & TAGS

### TRAITS

- ◆ **Connections:** Criminal
- ◆ Free Running
- ◆ Inventor
- ◆ Out of Shape
- ◆ Scientific Expertise
- ◆ Weird

### TAGS

- ◆ Black Market Access
- ◆ Hunted
- ◆ Poor
- ◆ Public Identity
- ◆ Streetwise

## BIOGRAPHY

**Real Name:** Peter Parker

**Height:** 5'9"

**Weight:** 182 lbs. **Gender:** Male

**Eyes:** Hazel

**Hair:** Brown, with gray temples

**Size:** Average

**Distinguishing Features:** None

**Occupation:** Criminal

**Origin:** Weird Science

**Teams:** Avengers, Fantastic Four, Spider-Army

**Base:** New York City (Earth-312500)

### HISTORY

At the climax of Kraven the Hunter's self-styled "Grim Hunt," the Kravinoff family murdered Madame Web (Cassandra Webb), the close friend and advisor of Spider-Man (Peter Parker). Driven mad with rage, Spider-Man beat Kraven half to death before taking up a spear and threatening to cut him down once and for all.

In Earth-616, Parker pulled back from the edge of moral annihilation and let Kraven live, but in Earth-312500, he thrust his spear into the hunter's heart.

Unwilling to abide a murderer, Parker's family and friends slowly abandoned him. Rather than take this as a sign of bad times ahead, Parker sank inward, doubling down on his brutal new ethos by killing most of his old villains.

Branded a public menace, Parker spent most of the next several decades on the run from the authorities, only coming out of hiding to help the Spider-Army counter the occasional cosmic-level threat.

Now an old man, Parker's been getting reckless and revisiting old haunts. The New York Police Department is preparing to take him down, and some say the wall-crawler has already made his last stand—that he was shot down by the police while visiting the graves of his aunt and uncle, and the NYPD is simply waiting for the right time to make the news public.

### PERSONALITY

Worn down by age and regret, this version of Spider-Man no longer cares whether he lives or dies. He knows that the murders he committed were unjustifiable, but he can't bring himself to surrender. All he really wants now is to go down swinging.

## POWERS

### BASIC

- ◆ Combat Trickery
- ◆ Evasion
- ◆ Inspiration
- ◆ Mighty 1

### SPIDER-POWERS

- ◆ Jump 1
- ◆ Spider-Dodge
- ◆ Spider-Sense
- ◆ Spider-Strike
- ◆ Wallcrawling
- ◆ Webcasting
- ◆ Webgliding
- ◆ Webgrabbing
- ◆ Webslinging
- ◆ Webtrapping

## DAMAGE

|                |                                                                   |
|----------------|-------------------------------------------------------------------|
| <b>MELEE</b>   | <b>MARVEL</b> x <b>5</b> + <b>6</b><br>dMarvel MULTIPLIER ABILITY |
| <b>AGILITY</b> | <b>MARVEL</b> x <b>4</b> + <b>6</b><br>dMarvel MULTIPLIER ABILITY |
| <b>EGO</b>     | <b>MARVEL</b> x <b>4</b> + <b>3</b><br>dMarvel MULTIPLIER ABILITY |
| <b>LOGIC</b>   | <b>MARVEL</b> x <b>4</b> + <b>4</b><br>dMarvel MULTIPLIER ABILITY |



## LIZARD

Art by Shane Davis



RANK

4

KARMA

—

HEALTH

120

DAMAGE  
REDUCTION

-1

FOCUS

60

DAMAGE  
REDUCTION

—

SPEED

Run: 6

Climb: 6

Swim: 12

Jump: 6

INITIATIVE  
MODIFIER

+2

## ABILITIES

ABILITY  
SCORE

7

MELEE

DEFENSE  
SCORE

16

NON-COMBAT  
CHECKS

+8

4

AGILITY

16

+4

4

RESILIENCE

14

+4

2

VIGILANCE

12

+2

0

EGO

10

+0

3

LOGIC

13

+4

## TRAITS &amp; TAGS

## TRAITS

- ◆ Berserker
- ◆ Big
- ◆ Combat Reflexes
- ◆ Inventor
- ◆ Scientific Expertise
- ◆ Sneaky
- ◆ Weird

## TAGS

- ◆ Alternate Form
- ◆ Extreme Appearance (in Lizard form)
- ◆ Lab Access
- ◆ Secret Identity
- ◆ Villainous (in Lizard form)

## BIOGRAPHY

**Real Name:** Curtis "Curt" Connors**Height:** 5'11", 6'8" (as Lizard)**Weight:** 175 lbs., 550 lbs. (as Lizard)**Gender:** Male**Eyes:** Blue, red (as Lizard)**Hair:** Brown, none (as Lizard)**Size:** Average, big (as Lizard)**Distinguishing Features:** Reptilelike green body with scales, tail, claws and fangs (as Lizard)**Occupation:** Scientist**Origin:** Weird Science**Teams:** Sinister Six**Base:** New York City

## HISTORY

Having lost an arm while serving overseas in the U.S. military, Dr. Curt Connors became fascinated with the ability of certain reptiles to regrow lost limbs. Using lizard DNA, he developed a limb-restoring serum and immediately tested it on himself.

The experimental drink did restore his arm, but it also turned him into a megalomaniacal humanoid lizard bent on transforming all of humanity into reptile-human hybrids.

In one of the Lizard's earliest outings, Spider-Man (Peter Parker) developed a counter-serum to transform Connors back into a human. However, the antidote was only a partial success, and in times of extreme stress, Connors often reverted to his Lizard form. Until a more permanent cure could be created, Spider-Man had to keep constant watch over Connors.

Grateful for the protection, Connors agreed to be Spider-Man's partner in all things scientific. Whenever Spider-Man has a science problem he can't solve, he goes to Connors for help.

After years of false starts, Connors recently managed to remove his Lizard half, turning it into a separate entity. If history is any indicator, Connors will likely return to being the Lizard someday, but for now, he and his family are safe.

## PERSONALITY

When he's in his human form, Curt Connors is a kind father, a loving husband and a generous scientist. When he's in his Lizard form, anything goes.

Originally, the Lizard was a lot like Connors. He was roughly human-sized and had roughly human intelligence. However, years of repeated transformations and mutations have turned him into something larger and more monstrous. Now free of Connors, the Lizard runs on little more than reptilian instinct.

## POWERS

## BASIC

- ◆ Additional Limbs (tail)
- ◆ Brawling
- ◆ Brilliance 1
- ◆ Mighty 1
- ◆ Sturdy 1

## MELEE WEAPONS (SHARP)

- ◆ Fast Attacks
- ◆ Furious Attacks
- ◆ Hit & Run
- ◆ Riposte
- ◆ Vicious Attack
- ◆ Whirling Frenzy

## SPIDER-POWERS

- ◆ Jump 1
- ◆ Spider-Dodge
- ◆ Wallcrawling

## SUPER-SPEED

- ◆ Speed Swim

## TELEPATHY

- ◆ Animal Communication (reptiles)

**Note:** Though Curt Connors may currently be separated from his Lizard half, this profile represents the pair in their classic merged state.



# MADAME MONSTROSITY

Art by Paco Medina & Erick Arciniega



RANK

3

KARMA

—

HEALTH

150

DAMAGE  
REDUCTION

-1

FOCUS

90

DAMAGE  
REDUCTION

—

SPEED

Run: 25

Climb: 13

Swim: 13

Jump: 13

INITIATIVE  
MODIFIER

+3

## ABILITIES

ABILITY  
SCORE

DEFENSE  
SCORE

NON-COMBAT  
CHECKS

5

MELEE

13

+5

1

AGILITY

9

+2

5

RESILIENCE

15

+5

3

VIGILANCE

13

+3

0

EGO

10

+0

3

LOGIC

13

+4

## TRAITS & TAGS

### TRAITS

- ◆ Abrasive
- ◆ Gearhead
- ◆ Inventor
- ◆ Scientific Expertise
- ◆ Unusual Size (Huge; reach 5)
- ◆ Weird

### TAGS

- ◆ Extreme Appearance
- ◆ Lab Access
- ◆ Public Identity
- ◆ Villainous

## BIOGRAPHY

**Real Name:** Melodia Stillwell

**Height:** 21' (formerly 5'10")

**Weight:** 7,000 lbs. (formerly 161 lbs.)

**Gender:** Female

**Eyes:** Blue

**Hair:** Black with white streaks

**Size:** Huge (formerly average)

**Distinguishing Features:** Dragon-like body with fur, stripes, claws, beak, pointy tail and vestigial wings

**Occupation:** Scientist

**Origin:** Weird Science

**Teams:** None

**Base:** New York City

### HISTORY

In hopes of catching the eye of the High Evolutionary, mad geneticist Madame Monstrosity kidnapped dozens of people off the streets of New York City and used experimental techniques to turn them into human-animal hybrids known as Humanimals. Unfortunately for her, her greatest creation—Spider-Boy—almost immediately escaped her clutches, leaving her without proof of her supposed genius.

Frustrated beyond all measure, Monstrosity sent her most trusted Humanimal agents to recover the boy. After years of fruitless effort, they finally managed to lure him back to her lab by kidnapping his best friend, Christina Xu.

Spider-Boy tried to surrender to Madame Monstrosity, but his mentor, Spider-Man (Peter Parker), noticed his absence and organized an Avengers raid of the geneticist's compound. In a desperate attempt to fight back, Monstrosity turned herself into a horrifying amalgamation of dozens of creatures, but even this form stood no chance against the combined forces of Spider-Man and the Avengers.

Just as Monstrosity was about to be defeated, the High Evolutionary swooped in and kidnapped her. By transforming into a monster, she had finally garnered his interest—as a specimen.

### PERSONALITY

Madame Monstrosity styles herself after the mad scientists of Victorian-era sci-fi, particularly Dr. Frankenstein. Her actions may be disgusting, but her clothes, accent and vocabulary all reek of nineteenth-century high society. She is the kind of person to unironically toss the word *poppcock* into a sentence.

## DAMAGE

MELEE

MARVEL  
dMarvel

x 5

+

5

ABILITY

AGILITY

MARVEL  
dMarvel

x 4

+

1

ABILITY

EGO

MARVEL  
dMarvel

x 3

+

0

ABILITY

LOGIC

MARVEL  
dMarvel

x 4

+

3

ABILITY

## POWERS

### BASIC

- ◆ Accuracy 1
- ◆ Additional Limbs (tail)
- ◆ Brilliance 1
- ◆ Heightened Senses 1
- ◆ Sturdy 1

### ELEMENTAL CONTROL (FIRE)

- ◆ Elemental Burst

### SUPER-STRENGTH

- ◆ Clobber
- ◆ Crushing Grip
- ◆ Ground-Shaking Stomp
- ◆ Immovable
- ◆ Smash



## MADAME WEB

Art by Jamal Campbell

RANK  
**4**KARMA  
**4**HEALTH  
**60**DAMAGE  
REDUCTION  
**—**FOCUS  
**120**DAMAGE  
REDUCTION  
**-1**SPEED  
Run: 5  
Climb: 5  
Swim: 3  
Jump: 3  
Levitation: 5INITIATIVE  
MODIFIER  
**+4**

## ABILITIES

| ABILITY<br>SCORE       | DEFENSE<br>SCORE | NON-COMBAT<br>CHECKS |
|------------------------|------------------|----------------------|
| <b>4</b><br>MELEE      | <b>14</b>        | <b>+4</b>            |
| <b>3</b><br>AGILITY    | <b>13</b>        | <b>+3</b>            |
| <b>2</b><br>RESILIENCE | <b>12</b>        | <b>+2</b>            |
| <b>4</b><br>VIGILANCE  | <b>14</b>        | <b>+4</b>            |
| <b>2</b><br>EGO        | <b>12</b>        | <b>+2</b>            |
| <b>5</b><br>LOGIC      | <b>15</b>        | <b>+6</b>            |

## TRAITS &amp; TAGS

## TRAITS

- ◆ Abrasive
- ◆ **Connections:** Super Heroes
- ◆ Extraordinary Origin
- ◆ Fearless
- ◆ Font of Information
- ◆ Iron Will
- ◆ Weird

## TAGS

- ◆ Black Market Access
- ◆ Heroic
- ◆ **Dependent:** Rachel Carpenter
- ◆ Secret Identity
- ◆ Supernatural
- ◆ Vision Issues

## BIOGRAPHY

**Real Name:** Julia Eugenia Cornwall Carpenter**Height:** 5'9"**Weight:** 140 lbs.**Gender:** Female**Eyes:** Blue**Hair:** Blond**Size:** Average**Distinguishing Features:** None**Occupation:** Adventurer**Origin:** Magic, Weird Science**Teams:** Avengers, Spider-Army, Spider-Society**Base:** New York City

## HISTORY

As a single mom and divorcée, Julia Carpenter spent most of her life scrambling to make rent, so when an old college friend offered her a bucket-load of money to participate in a short scientific study, Carpenter readily agreed.

A secretive government-backed research group known only as the Commission injected her with an experimental spider-serum, granting her a slew of spider-based super-powers. Government agents thereafter pressured her into joining the technically-legal-but-still-villainous Freedom Force, but once Carpenter saw how bad the team was, she fled government custody and started acting as a crimefighter for hire. As Spider-Woman, she established herself as one of the hardest-working heroes around, assisting dozens of super heroes in making the world a safer place to live, all while caring for her young daughter.

Carpenter was one of the only people present to witness the original Madame Web (Cassandra Webb) be mortally wounded in battle with the Kravinoff family. On the verge of death, Webb transferred her powers to Carpenter, blinding her but also granting her an extensive set of precognitive abilities. Carpenter subsequently adopted the codename of Madame Web and took the dead woman's place as an advisor and organizer for Spider-People across the Multiverse.

## PERSONALITY

Carpenter has always been fairly stern and serious, and becoming Madame Web hasn't loosened her up. She is a highly intelligent, experienced and all around excellent advisor, but just as with the original Madame Web, her advice often comes tinged with a bit of world-weary condescension. The only person she really opens up to is her daughter, Rachel.

## POWERS

## BASIC

- ◆ Brilliance 1
- ◆ Inspiration
- ◆ Uncanny 1

## SIXTH SENSE

- ◆ Danger Sense
- ◆ Intuition
- ◆ Precognition 3

## SPIDER-POWERS

- ◆ Wallcrawling

## TELEKINESIS

- ◆ Levitation
- ◆ Telekinetic Grab
- ◆ Telekinetic Manipulation

## TELEPATHY

- ◆ Astral Form
- ◆ Mirage
- ◆ Telepathic Link
- ◆ Telepathic Network

## DAMAGE

|         |                                                                      |
|---------|----------------------------------------------------------------------|
| MELEE   | <b>4</b> <small>MULTIPLIER</small> + <b>4</b> <small>ABILITY</small> |
| AGILITY | <b>4</b> <small>MULTIPLIER</small> + <b>3</b> <small>ABILITY</small> |
| EGO     | <b>4</b> <small>MULTIPLIER</small> + <b>2</b> <small>ABILITY</small> |
| LOGIC   | <b>5</b> <small>MULTIPLIER</small> + <b>5</b> <small>ABILITY</small> |



# MANGAVERSE SPIDER-MAN

Art by Skottie Young & Pat Duke



RANK

2

KARMA

2

HEALTH

30

DAMAGE  
REDUCTION

—

FOCUS

60

DAMAGE  
REDUCTION

—

SPEED

Run: 5  
Climb: 5  
Swim: 3  
Jump: 3  
Swingline: 15

INITIATIVE  
MODIFIER

+2

## ABILITIES

ABILITY  
SCORE

DEFENSE  
SCORE

NON-COMBAT  
CHECKS

2

MELEE

12

+2

4

AGILITY

14

+4

1

RESILIENCE

11

+1

2

VIGILANCE

12

+2

1

EGO

11

+1

0

LOGIC

10

+0

## TRAITS & TAGS

### TRAITS

- ♦ Combat Reflexes
- ♦ Determination
- ♦ Extraordinary Origin
- ♦ Quick Learner

### TAGS

- ♦ Heroic
- ♦ **Mentor:** Aunt May Reilly
- ♦ **Obligation:** School
- ♦ Secret Identity
- ♦ Supernatural
- ♦ Young

## BIOGRAPHY

**Real Name:** Peter Parker

**Height:** 5'4"

**Weight:** 120 lbs.

**Gender:** Male

**Eyes:** Blue

**Hair:** Brown

**Size:** Average

**Distinguishing Features:** None

**Occupation:** Student

**Origin:** Magic, Special Training

**Teams:** Avengers, Spider-Army, Spider-Clan, Spider-Society

**Base:** New York City (Earth-2301)

### HISTORY

In Earth-2301, the traditional heroes and villains of Earth-616 have been recast into roles heavily inspired by the aesthetics and tropes of early Japanese action manga. Giant robots, acrobatic ninja, noble samurai and cybernetic hackers all live alongside one another in a near-future incarnation of New York City.

In this Mangaverse, Peter Parker spent most of his childhood training in the ways of the Spider-Clan shinobi under his Uncle Ben. Shortly after young Parker entered high school, Ben's long-lost son Venom returned home and—on orders from the criminal mastermind Kingpin—cut down his father. Determined to avenge his beloved teacher, Parker donned his uncle's old mask and took to the streets as the unstoppable Spider-Man.

Along the way to Venom's lair, Parker was possessed by a cursed symbiotic spirit living inside an amulet. It corrupted his mind and body, nearly killing him, but in a grand gesture of guilt and remorse, Venom sacrificed himself to destroy the cursed creature and save Spider-Man. Though the curse was over, Parker would forever retain the ability to make webs, a reminder of Venom's sacrifice.

To pay tribute to both his cousin and his uncle, Parker vowed to keep being Spider-Man for as long as he lived. Alongside his classmate Mary Jane and his sometimes-love interest Felicia Hardy, he joined an upstart band of adventurers known as the Avengers.

Though Spider-Man does not yet know it, Hardy has been working behind the scenes with a dark version of Nick Fury to manipulate these new Avengers toward dubious ends.

### PERSONALITY

Like a lot of early manga protagonists, Earth-2301's Peter Parker is a duty-bound yet fun-loving goofball. He's got little in the way of social skills, but he fights for a righteous cause, and he does it with a smile on his face.

## DAMAGE

|         |                                                                                         |   |   |
|---------|-----------------------------------------------------------------------------------------|---|---|
| MELEE   |  × 2 | + | 2 |
| AGILITY |  × 2 | + | 4 |
| EGO     |  × 2 | + | 1 |
| LOGIC   |  × 2 | + | 0 |

## POWERS

### BASIC

- ♦ Combat Trickery

### MARTIAL ARTS

- ♦ Attack Stance
- ♦ Defense Stance
- ♦ Fast Strikes
- ♦ Reverse-Momentum Throw

### SPIDER-POWERS

- ♦ Wallcrawling
- ♦ Webcasting
- ♦ Webslinging



## MISERY

Art by SKAN



RANK

4

KARMA

4

HEALTH

90

DAMAGE  
REDUCTION

—

FOCUS

120

DAMAGE  
REDUCTION

—

SPEED

Run: 6  
Climb: 6  
Swim: 3  
Jump: 6  
Swingline: 18

INITIATIVE  
MODIFIER

+4E

## ABILITIES

ABILITY  
SCORE

4

MELEE

DEFENSE  
SCORE

16

NON-COMBAT  
CHECKS

+5

6

AGILITY

16

+6

3

RESILIENCE

13

+3

4

VIGILANCE

14

+4

3

EGO

13

+3

1

LOGIC

11

+1

## TRAITS &amp; TAGS

## TRAITS

- ◆ **Anathema:**  
Extreme Heat/  
Extreme Sonics
- ◆ Berserker
- ◆ Combat  
Reflexes
- ◆ **Connections:**  
Celebrities
- ◆ Dealmaker
- ◆ Famous
- ◆ Iron Will
- ◆ Situational  
Awareness
- ◆ Symbiotic  
Spider-Blinder

## TAGS

- ◆ Alternate Form
- ◆ **Dependents:**  
Normie Osborn,  
Stanley Osborn
- ◆ Extreme  
Appearance (in  
alternate form)
- ◆ Heroic
- ◆ Rich
- ◆ Secret Identity

## POWERS

## BASIC

- ◆ Additional Limbs
- ◆ Disguise
- ◆ Environmental  
Protection
- ◆ Evasion
- ◆ Healing Factor
- ◆ Mighty 1

MELEE WEAPONS  
(SHARP)

- ◆ Fast Attacks
- ◆ Whirling Frenzy

## SPIDER-POWERS

- ◆ Jump 1
- ◆ Razorwebs
- ◆ Spider-Dodge
- ◆ Spider-Strike
- ◆ Wallcrawling
- ◆ Webcasting
- ◆ Webgrabbing
- ◆ Webslinging
- ◆ Webtrapping

## BIOGRAPHY

**Real Name:** Elizabeth "Liz" Allan**Height:** 5'9"**Weight:** 135 lbs. **Gender:** Female**Eyes:** Blue**Hair:** Blond**Size:** Average**Distinguishing Features:** Misery form has retractable claws, fangs and sharp tendrils**Occupation:** Tycoon**Origin:** Symbiote: Venom**Teams:** Alchemax**Base:** New York City

## HISTORY

Although she dated both Peter Parker and Flash Thompson in her high school years, Liz Allan wouldn't find her true love until years later, when she met Harry Osborn at a friend's wedding. The pair had a whirlwind romance and, soon enough, they were wed. They had a child named Normie and a happy home life, but their bliss didn't last long. Harry's body gave out after he injected himself with a modified version of his father's Green Goblin formula, and though Allan enjoyed the married life again with a clone of her deceased husband, that clone died under similar circumstances.

Allan took over her husband's stake in Alchemax, and after realizing the healing potential of symbiotes, she spearheaded the company's new research division for studying the alien creatures. During an assault on Alchemax headquarters, one of these symbiotes—a gestalt creature made from pieces of the Anti-Venom and Carnage symbiotes—broke containment and bonded with Allan.

With the power of her symbiote, Allan now protects both her company and her family under the codename Misery. For the moment, she remains unaware of the fact that her son Normie has become a symbiote-powered hero himself, known as the Red Goblin.

## PERSONALITY

Allan spent much of her youth letting other people make her decisions for her, but her symbiote has helped her to take a more assertive stance in her life. The modern Liz Allan is a brilliant businesswoman and dedicated guardian of two kids, namely Normie and his half brother, Stanley. She's a friendly person on good terms with just about everyone in her life, including Stanley's mother, the Queen Cat (Lily Hollister).

## DAMAGE

MELEE

MARVEL x 5  
dMarvel MULTIPLIER

+

4

ABILITY

AGILITY

MARVEL x 4  
dMarvel MULTIPLIER

+

6

ABILITY

EGO

MARVEL x 4  
dMarvel MULTIPLIER

+

3

ABILITY

LOGIC

MARVEL x 4  
dMarvel MULTIPLIER

+

1

ABILITY



# MISTER NEGATIVE

Art by Wayne Faucher, Morry Hollowell & Andrew Crossley



RANK  
**4**

KARMA  
—

HEALTH  
**60**

DAMAGE  
REDUCTION  
—

FOCUS  
**120**

DAMAGE  
REDUCTION  
—

SPEED  
Run: 5  
Climb: 3  
Swim: 3  
Jump: 3

INITIATIVE  
MODIFIER  
**+4**

## ABILITIES

ABILITY  
SCORE

DEFENSE  
SCORE

NON-COMBAT  
CHECKS

**4**

MELEE

**14**

**+5**

**3**

AGILITY

**13**

**+3**

**2**

RESILIENCE

**12**

**+2**

**4**

VIGILANCE

**14**

**+4**

**5**

EGO

**15**

**+5**

**2**

LOGIC

**12**

**+2**

## TRAITS & TAGS

### TRAITS

- ♦ Combat Reflexes
- ♦ **Connections:** Criminal
- ♦ Fearless
- ♦ Presence
- ♦ Public Speaking
- ♦ Weird

### TAGS

- ♦ Alternate Form
- ♦ Backup (Inner Demons)
- ♦ Black Market Access
- ♦ Extreme Appearance (in alternate form)
- ♦ Public Identity
- ♦ Streetwise
- ♦ Villainous

## BIOGRAPHY

**Real Name:** Unknown, but often uses alias of Martin Li

**Height:** 5'11" **Weight:** 180 lbs. **Gender:** Male

**Eyes:** Brown, white (in alternate form)

**Hair:** Black, white (in alternate form)

**Size:** Average

**Distinguishing Features:** Body and clothes appear photonegative (in alternate form)

**Occupation:** Criminal

**Origin:** Weird Science

**Teams:** Inner Demons, Triads

**Base:** New York City

### HISTORY

Years ago, Maggia goons kidnapped dozens of people—mostly homeless teens—off the streets of New York to use as lab rats for an experimental new narcotic. Nearly everyone who took the drug died within minutes.

Two of the survivors are well known. The drug gave Tyrone Johnson and Tandy Bowen control over the forces of dark and light, respectively, turning them into the super-hero duo of Cloak and Dagger.

Though few knew it, there was a third survivor: an up-and-coming Triad grunt captured by rivals in the Maggia. This survivor gained control over both light and dark, powers that split his mind in twain.

One half of him became Martin Li, a respectable philanthropist, healer and family man. The other half became Mister Negative, a super-powered Triad commander who corrupts all he touches.

Spider-Man (Peter Parker) first encountered him as Li, the founder and head of the F.E.A.S.T. charity center where Parker's Aunt May volunteered. However, after a long investigation, Spider-Man uncovered Li's alter ego and revealed it to the world.

Li has been on the run from the authorities ever since, lying low in Shanghai and popping back into New York City for major events, such as the massive gang war that recently consumed much of the city.

### PERSONALITY

Mister Negative delights in corrupting others, agitating their base impulses and forcing them to confront the darkness lurking within their psyches. Martin Li, on the other hand, wants only to help people, but life as an outlaw has forced him to make a series of increasingly dire compromises with his negative half.

### ALTERNATE FORM

Mr. Negative's forms affect his access to his powers. He can use his Healing powers only in Martin Li form, and his Corrupting Touch power can be used only by his Mr. Negative form.

## DAMAGE

|         |                                                                                                                          |   |                                 |
|---------|--------------------------------------------------------------------------------------------------------------------------|---|---------------------------------|
| MELEE   |  <b>x 5</b> <small>MULTIPLIER</small> | + | <b>4</b> <small>ABILITY</small> |
| AGILITY |  <b>x 4</b> <small>MULTIPLIER</small> | + | <b>3</b> <small>ABILITY</small> |
| EGO     |  <b>x 4</b> <small>MULTIPLIER</small> | + | <b>5</b> <small>ABILITY</small> |
| LOGIC   |  <b>x 4</b> <small>MULTIPLIER</small> | + | <b>2</b> <small>ABILITY</small> |

## POWERS

### BASIC

- ♦ Inspiration
- ♦ Mighty 1

### HEALING

- ♦ Cure-All
- ♦ Healing Hands
- ♦ Let's Go

### MARTIAL ARTS

- ♦ Attack Stance
- ♦ Crushing Grip
- ♦ Defense Stance
- ♦ Do This All Day
- ♦ Fast Strikes
- ♦ Leg Sweep

### NARRATIVE

- ♦ Corrupting Touch

### TACTICS

- ♦ Battle Plan
- ♦ Change of Plans
- ♦ Keep Moving
- ♦ On Your Feet



## MORLUN

Art by John Romita Jr., Scott Hanna &amp; Dan Kemp



RANK

5

KARMA

—

HEALTH

180

DAMAGE

REDUCTION

-2

FOCUS

150

DAMAGE

REDUCTION

—

SPEED

Run: 30

Climb: 15

Swim: 15

Jump: 15

Flight: 30

INITIATIVE

MODIFIER

+5

## ABILITIES

ABILITY  
SCORE

7

MELEE

DEFENSE  
SCORE

17

NON-COMBAT  
CHECKS

+10

5

AGILITY

15

+5

6

RESILIENCE

16

+6

5

VIGILANCE

15

+5

2

EGO

12

+2

2

LOGIC

12

+2

## TRAITS &amp; TAGS

## TRAITS

- ◆ Abrasive
- ◆ Bloodthirsty
- ◆ Combat Reflexes
- ◆ **Connections:** Outsiders
- ◆ Font of Information
- ◆ Fresh Eyes
- ◆ Presence
- ◆ Stranger

## TAGS

- ◆ Extreme Appearance
- ◆ Public Identity
- ◆ Supernatural
- ◆ Villainous

## BIOGRAPHY

**Real Name:** Morlun**Height:** 6'2"**Weight:** 175 lbs. **Gender:** Male**Eyes:** Red**Hair:** Black**Size:** Average**Distinguishing Features:** Vampiric appearance, with fangs and red irises**Occupation:** Outsider**Origin:** Magic**Teams:** Inheritors, Spider-Army**Base:** Mobile

## HISTORY

Morlun is a member of the Inheritors, a family of vampiric predators who operated out of Loomworld (Earth-001). As the avatars of the Leech Totem, they feed off the essences of other animal totems, particularly the Spider-Totem, which they consider the most delicious.

For untold eons, the Inheritors operated virtually uncontested, devouring the totems of countless worlds without incurring so much as a scratch. Then, one day, Morlun came to Earth-616.

With help from a Spider-Totem avatar named Ezekiel Sims, Spider-Man (Peter Parker) just barely managed to outsmart and kill Morlun. The Inheritors tried resurrecting Morlun and sending him back to Earth-616, but again and again, Spider-Man found a way to defeat the monster.

Frustrated and humiliated, the Inheritors went to war with Earth-616. To combat them, Spider-Man gathered a small army of Spider-Totems from across the Multiverse, kicking off the first Spider-Verse crisis.

All of the Inheritors, save for Morlun, were defeated and turned into infants by the Spider-Army. Sometime later, they were murdered by the Wasp Totem goddess Shathra. Morlun briefly set aside his differences with the Spider-Totems to help defeat Shathra, only to disappear immediately after. His current whereabouts are unknown.

## PERSONALITY

Morlun and his whole family have consistently modeled themselves in the image of Victorian-era vampires. Dressed in the clothes of pompous nobles, they delighted in declaring themselves the most supreme, untouchable beings in the Multiverse—the literal Inheritors of all existence. As the last surviving member of this group, Morlun is beginning to learn just how wrong his family really was.

## DAMAGE

MELEE

MARVEL  
dMarvel

x 8

+

7

ABILITY

AGILITY

MARVEL  
dMarvel

x 5

+

5

ABILITY

EGO

MARVEL  
dMarvel

x 5

+

2

ABILITY

LOGIC

MARVEL  
dMarvel

x 5

+

2

ABILITY

## POWERS

## BASIC

- ◆ Flight 2
- ◆ Mighty 3
- ◆ Sturdy 2

## MAGIC (No Set)

- ◆ Leech Life

## SUPER-SPEED

- ◆ Blazing-Fast Fists
- ◆ Catch Bullets
- ◆ Lightning Actions
- ◆ Speed Run 2

## SUPER-STRENGTH

- ◆ Banging Heads
- ◆ Clobber
- ◆ Crushing Grip
- ◆ Ground-Shaking Stomp
- ◆ Immovable
- ◆ Quick Toss
- ◆ Smash

**Note:** When Morlun uses Leech Life on an avatar of the Spider-Totem, he recovers the full amount of the damage dealt as Health. On a Fantastic success, he recovers twice that amount.



# MYSTERIO

Art by Steve Ditko



RANK

3

KARMA

—

HEALTH

60

DAMAGE  
REDUCTION

—

FOCUS

60

DAMAGE  
REDUCTION

—

SPEED

Run: 5

Climb: 3

Swim: 3

Jump: 3

INITIATIVE  
MODIFIER

+2

## ABILITIES

ABILITY  
SCORE

DEFENSE  
SCORE

NON-COMBAT  
CHECKS

1

MELEE

11

+1

1

AGILITY

11

+1

2

RESILIENCE

12

+2

2

VIGILANCE

12

+2

6

EGO

16

+7

3

LOGIC

13

+3

## TRAITS & TAGS

### TRAITS

- ◆ Connections: Super Villains
- ◆ Famous
- ◆ Inventor
- ◆ Presence
- ◆ Public Speaking
- ◆ Sneaky
- ◆ Tech Reliance

### TAGS

- ◆ Black Market Access
- ◆ Public Identity
- ◆ Villainous

## POWERS

### BASIC

- ◆ Combat Trickery
- ◆ Discipline 1
- ◆ Disguise

### ELEMENTAL CONTROL (ENERGY)

- ◆ Elemental Burst

### ILLUSION

- ◆ Animated Illusion
- ◆ Darkness
- ◆ Dazzle
- ◆ Deafen
- ◆ Flare
- ◆ Grand Illusion
- ◆ Illumination
- ◆ Mirror Images
- ◆ Static Illusion

## BIOGRAPHY

**Real Name:** Quentin Beck

**Height:** 5'11" **Weight:** 175 lbs. **Gender:** Male

**Eyes:** Blue **Hair:** Black **Size:** Average

**Distinguishing Features:** None

**Occupation:** Entertainer

**Origin:** High Tech

**Teams:** Sinister Six

**Base:** New York City

### HISTORY

A special effects designer of extraordinary skill, Quentin Beck grew frustrated with the lack of recognition he received from the public. Feeling that his expertise could be put to more profitable uses, he assumed the title of Mysterio, master illusionist, and began a life of crime.

All of Mysterio's earliest schemes were foiled by Spider-Man (Peter Parker), and his plans gradually became less about profit and more about revenge. He has appeared to have been killed numerous times—and others have sometimes temporarily taken his place—but he has always managed to return from the grave.

### PERSONALITY

Mysterio has an undying flair for the theatrical. Rather than attacking his enemies directly, he prefers to trick them into hurting themselves or otherwise gaslight them into insanity. Years of media coverage have only heightened his delusions of grandeur. He might be persuaded to give up crime if he could be assured that he would still be famous.

## DAMAGE

|         |                                                                                         |            |         |
|---------|-----------------------------------------------------------------------------------------|------------|---------|
| MELEE   |  x 3 | +          | 1       |
|         | dMarvel                                                                                 | MULTIPLIER | ABILITY |
| AGILITY |  x 3 | +          | 1       |
|         | dMarvel                                                                                 | MULTIPLIER | ABILITY |
| EGO     |  x 4 | +          | 6       |
|         | dMarvel                                                                                 | MULTIPLIER | ABILITY |
| LOGIC   |  x 3 | +          | 3       |
|         | dMarvel                                                                                 | MULTIPLIER | ABILITY |



# NORMAN OSBORN (EARTH-90214)

Art by Patch Zircher



RANK

1

KARMA

—

HEALTH

30

DAMAGE  
REDUCTION

—

FOCUS

30

DAMAGE  
REDUCTION

—

SPEED

Run: 5

Climb: 3

Swim: 3

Jump: 3

INITIATIVE  
MODIFIER

+1

## ABILITIES

ABILITY  
SCORE

1

MELEE

DEFENSE  
SCORE

11

NON-COMBAT  
CHECKS

+1

1

AGILITY

11

+1

1

RESILIENCE

11

+1

1

VIGILANCE

11

+1

0

EGO

10

+0

1

LOGIC

11

+1

## TRAITS & TAGS

### TRAITS

- ◆ Connections: Criminal
- ◆ Connections: Celebrities
- ◆ Determination
- ◆ Extra Occupation
- ◆ Famous

### TAGS

- ◆ Backup
- ◆ Black Market Access
- ◆ Extreme Appearance (hidden behind thin mask)
- ◆ Public Identity
- ◆ Rich
- ◆ Streetwise
- ◆ Villainous

## BIOGRAPHY

**Real Name:** Norman Osborn

**Height:** 5'11" **Weight:** 180 lbs. **Gender:** Male

**Eyes:** Brown (under mask, right eye is deformed, yellow)

**Hair:** Brown **Size:** Average

**Distinguishing Features:** Green scaly skin, usually hidden

**Occupation:** Criminal, Tycoon

**Origin:** Special Training

**Teams:** Goblin Gang

**Base:** New York City (Earth-90214)

### HISTORY

Born with a rare skin condition and forced into the role of circus freak, Norman Osborn vowed that one day he would be the most powerful man in the New York City of the Noir universe. Hiding his deformity behind a sophisticated mask, he spent the next several decades rising to the top of the city's underworld, where his complete ruthlessness and his willingness to prey on others earned him the nickname the Goblin.

During his rise, Osborn had a number of labor organizers brutally killed, including one Ben Parker. Years later, Ben's nephew Peter became Spider-Man and dedicated his life to Osborn's downfall.

Eventually, Spider-Man dredged up enough evidence of Osborn's wrongdoing to put the man away for good. He raided the villain's compound and, in the process, accidentally knocked Osborn's lieutenant Sergei Kravinoff into a pit of spiders. He was just about to have his revenge on Osborn when Kravinoff escaped from the pit and—in a fit of madness—dragged Osborn into a nearby river, presumably killing them both.

### PERSONALITY

Norman Osborn is a crime boss in the style of Prohibition-era gangsters like Al Capone and Meyer Lansky. He has enough money and influence to maintain a thin facade of respectability in the papers, but everyone in New York knows that he's a killer and a tyrant.

His only genuine soft spot is his love for carnies. Most of his top men began their careers in the circus.

## POWERS

### BASIC

- ◆ Inspiration

### RANGED WEAPONS

- ◆ Double Tap
- ◆ Suppressive Fire

### TACTICS

- ◆ Keep Moving

## DAMAGE

|         |                                                                                         |   |         |
|---------|-----------------------------------------------------------------------------------------|---|---------|
| MELEE   |  × 1 | + | 1       |
|         | MULTIPLIER                                                                              |   | ABILITY |
| AGILITY |  × 1 | + | 1       |
|         | MULTIPLIER                                                                              |   | ABILITY |
| EGO     |  × 1 | + | 0       |
|         | MULTIPLIER                                                                              |   | ABILITY |
| LOGIC   |  × 1 | + | 1       |
|         | MULTIPLIER                                                                              |   | ABILITY |



# PRESIDENT NORMAN OSBORN

Art by Justin Mason & Jim Charalampidis



RANK

4

KARMA

—

HEALTH

120

DAMAGE  
REDUCTION

-1

FOCUS

120

DAMAGE  
REDUCTION

—

SPEED

Run: 6

Climb: 3

Swim: 3

Jump: 3

INITIATIVE  
MODIFIER

+4

## ABILITIES

ABILITY  
SCORE

DEFENSE  
SCORE

NON-COMBAT  
CHECKS

5

MELEE

14

+7

1

AGILITY

10

+1

4

RESILIENCE

14

+4

4

VIGILANCE

14

+4

4

EGO

14

+5

2

LOGIC

12

+2

## TRAITS & TAGS

### TRAITS

- ◆ **Anathema:** Extreme Heat/Extreme Sonics/Anti-Venom
- ◆ Big
- ◆ **Connections:** Celebrities
- ◆ Dealmaker
- ◆ Extra Occupation
- ◆ Extraordinary Origin
- ◆ Famous
- ◆ Presence
- ◆ Tech Reliance

### TAGS

- ◆ Authority
- ◆ Backup
- ◆ Extreme Appearance
- ◆ Powerful
- ◆ Public Identity
- ◆ Rich
- ◆ Villainous

## BIOGRAPHY

**Real Name:** Norman "Ozzy" Osborn

**Height:** 7'2" **Weight:** 880 lbs. **Gender:** Male

**Eyes:** Green **Hair:** Brown **Size:** Big

**Distinguishing Features:** Symbiote-bonded head, kept alive in a massive cyborg body

**Occupation:** Leader, Tycoon

**Origin:** High Tech: Cybernetics, Symbiote: Venom

**Teams:** Thunderbolt Police Department

**Base:** Washington, DC (Earth-138)

### HISTORY

At some point in Earth-138's past, corporate-backed totalitarian fascism took over the United States. Oscorp C.E.O. Norman "Ozzy" Osborn declared himself President for Life and, to cement his rule, created V.E.N.O.M.—a powerful symbiotic mesh that rendered him and his cronies in the Thunderbolt Department virtually indestructible.

Osborn's rule dragged on for years until resistance leaders Spider-Punk and Captain Anarchy used the sonic energy generated by a massive pile of amplifiers to temporarily disable V.E.N.O.M. and give Spider-Punk the chance to destroy the president.

Unbeknownst to the resistance, Osborn's followers took his dying head and used V.E.N.O.M. to revive their leader in a cybernetic body.

Spider-Punk and his Spider-Band of heroes went to Washington, DC, to clean up the remnants of Osborn's empire, only to find Osborn waiting for them. He captured the core band and was about to execute them on the steps of the Lincoln Memorial when the Spider-Band's backup members intervened, allowing Spider-Punk to escape and destroy Osborn again.

Spider-Punk's world is safe from Osborn—at least for now. The former president still has plenty of followers, and if there is any way to bring him back again, they're sure to find it.

### PERSONALITY

This version of Norman Osborn closely resembles the exact sort of regressive politician that so much of the original punk movement was directed against. He's an elderly yet sadistic narcissist with a slight Southern accent and a tone that could not be more condescending and bigoted.

## DAMAGE

|         |                                                                                         |   |   |
|---------|-----------------------------------------------------------------------------------------|---|---|
| MELEE   |  x 6 | + | 5 |
| AGILITY |  x 4 | + | 1 |
| EGO     |  x 5 | + | 4 |
| LOGIC   |  x 4 | + | 2 |

## POWERS

### BASIC

- ◆ Discipline 1
- ◆ Disguise
- ◆ Environmental Protection
- ◆ Healing Factor
- ◆ Inspiration
- ◆ Mighty 2
- ◆ Sturdy 1

### ELEMENTAL CONTROL (ENERGY)

- ◆ Elemental Blast
- ◆ Elemental Burst

### SUPER STRENGTH

- ◆ Clobber
- ◆ Crushing Grip

### TACTICS

- ◆ Battle Plan
- ◆ Change of Plans
- ◆ Focus Fire
- ◆ Keep Moving
- ◆ On Your Feet



# PROWLER

Art by Ig Guara & Dono Sánchez-Almara



RANK

3

KARMA

—

HEALTH

60

DAMAGE  
REDUCTION

-1

FOCUS

60

DAMAGE  
REDUCTION

—

SPEED

Run: 5

Climb: 5

Swim: 3

Jump: 5

INITIATIVE  
MODIFIER

+2

## ABILITIES

ABILITY  
SCORE

5

MELEE

DEFENSE  
SCORE

15

NON-COMBAT  
CHECKS

+7

3

AGILITY

13

+3

2

RESILIENCE

12

+2

2

VIGILANCE

12

+2

2

EGO

12

+2

1

LOGIC

11

+1

## TRAITS & TAGS

### TRAITS

- ♦ Combat Reflexes
- ♦ **Connections:** Criminal
- ♦ Free Running
- ♦ Sneaky
- ♦ Tech Reliance

### TAGS

- ♦ Black Market Access
- ♦ Extreme Appearance (in battle suit)
- ♦ Secret Identity
- ♦ Streetwise

## BIOGRAPHY

**Real Name:** Aaron Davis

**Height:** 6'1"

**Weight:** 195 lbs.

**Gender:** Male

**Eyes:** Brown

**Hair:** Black

**Size:** Average

**Distinguishing Features:** None

**Occupation:** Criminal

**Origin:** High Tech: Battle Suit

**Teams:** Sinister Six

**Base:** New York City

### HISTORY

Brothers Aaron Davis and Jeff Morales were thieves and gangsters in their teen years, but whereas Morales eventually escaped the life, Davis never did. In fact, he only got better at being a thief, moving up from small-time holdups to major heists, acquiring newer and better technology along the way.

Soon enough, he had a whole battle suit and alter ego. Under the codename Prowler, Davis became one of the most feared criminals in all of New York City. He loved being a master thief, right up until his job forced him to fight his beloved nephew, Spider-Man (Miles Morales).

Unwilling to kill his nephew or give himself up to the authorities, Davis settled for repeatedly sparring with Spider-Man, forcing their fights into draws. After several of these tussles, Davis' equipment backfired and exploded, killing him.

When most of the Multiverse was destroyed and rebuilt, Spider-Man and his entire family, including Davis, were taken from their home universe of Earth-1610 and reincorporated into Earth-616. Having been given a second chance at life, Davis resolved to turn over a new leaf. After a few false starts, he quit the criminal life for good and became a force for justice, working alongside his nephew.

### PERSONALITY

Aaron Davis still doesn't care much for the government or the law. For him, being a criminal just meant taking back what he deserved, getting righteous revenge on a world that was stacked against him since day one.

However, he does care for his nephew. Now that Davis has gone straight, he's doing all he can to make Miles proud.

## POWERS

### BASIC

- ♦ Combat Trickery
- ♦ Mighty 2
- ♦ Sturdy 1

### ELEMENTAL CONTROL (ENERGY)

- ♦ Elemental Burst
- ♦ Elemental Infusion

### MELEE WEAPONS (SHARP)

- ♦ Exploit
- ♦ Fast Attacks
- ♦ Vicious Attack
- ♦ Whirling Frenzy

### SPIDER-POWERS

- ♦ Jump 1
- ♦ Wallcrawling

## DAMAGE

|         |                                                                                         |   |   |
|---------|-----------------------------------------------------------------------------------------|---|---|
| MELEE   |  x 5 | + | 5 |
| AGILITY |  x 3 | + | 3 |
| EGO     |  x 3 | + | 2 |
| LOGIC   |  x 3 | + | 1 |



# QUEEN GOBLIN

Art by Arthur Adams & Alejandro Sánchez



RANK  
**4**

KARMA  
—

HEALTH  
**90**

DAMAGE  
REDUCTION  
**-1**

FOCUS  
**120**

DAMAGE  
REDUCTION  
—

SPEED  
Run: 5  
Climb: 3  
Swim: 3  
Jump: 3  
Flight: 20

INITIATIVE  
MODIFIER  
**+4E**

## ABILITIES

| ABILITY<br>SCORE       | DEFENSE<br>SCORE | NON-COMBAT<br>CHECKS |
|------------------------|------------------|----------------------|
| <b>5</b><br>MELEE      | <b>15</b>        | <b>+7</b>            |
| <b>2</b><br>AGILITY    | <b>12</b>        | <b>+2</b>            |
| <b>3</b><br>RESILIENCE | <b>13</b>        | <b>+3</b>            |
| <b>4</b><br>VIGILANCE  | <b>14</b>        | <b>+4</b>            |
| <b>3</b><br>EGO        | <b>13</b>        | <b>+3</b>            |
| <b>3</b><br>LOGIC      | <b>13</b>        | <b>+3</b>            |

## TRAITS & TAGS

### TRAITS

- ◆ Interrogation
- ◆ Inventor
- ◆ Leverage
- ◆ Scientific Expertise
- ◆ Situational Awareness
- ◆ Tech Reliance

### TAGS

- ◆ Alternate Form (goblin form)
- ◆ Clone
- ◆ Cursed
- ◆ Extreme Appearance (in alternate form)
- ◆ Lab Access
- ◆ Public Identity
- ◆ Supernatural
- ◆ Villainous

## BIOGRAPHY

**Real Name:** Ashley Kafka

**Height:** 5'6" **Weight:** 140 lbs. **Gender:** Female

**Eyes:** Blue (yellow in goblin form)

**Hair:** Black **Size:** Average

**Distinguishing Features:** Goblin form has scaly red skin, sharp claws and teeth

**Occupation:** Scientist

**Origin:** Magic: Demonic

**Teams:** None

**Base:** New York City

### HISTORY

Ashley Kafka began her career as a researcher and psychologist at the Ravencroft Institute for the Criminally Insane, providing mental-health services to many enemies of Spider-Man (Peter Parker). Her methods yielded some promising results, but before she could make serious progress, she was murdered by one of her own patients: the villain Massacre.

Years later, as part of a plan to torture Spider-Man with the faces of those he had failed to save, the Jackal (Ben Reilly) created clones of dozens of the wall-crawler's dead friends, including two clones of Kafka. The first fell victim to cellular degeneration and perished almost immediately, but the second was stable enough to assume Kafka's old life.

This new Kafka got a job working for the Beyond Corporation as the personal psychologist for their captive hero, Ben Reilly. She tried to help Reilly escape, but the corporation found out and imprisoned her. Hoping to make her their own captive villain, Beyond exposed Kafka to the concentrated, liquified sins of Norman Osborn, turning her into Queen Goblin.

Kafka used her new powers to escape from Beyond, and shortly thereafter, she exorcised Osborn's sins from her body. For reasons unknown, though, this did not remove her powers or her newly villainous attitude.

### PERSONALITY

Kafka spent most of her life trying to help people by stabilizing the bodies and minds of convicted villains. Since becoming Queen Goblin, her desires have inverted. All she wants now is to drive heroes like Ben Reilly and Peter Parker over the edge—to make them as unstable and violent as herself.

## DAMAGE

|         |                                      |          |                                 |
|---------|--------------------------------------|----------|---------------------------------|
| MELEE   | <b>x 6</b> <small>MULTIPLIER</small> | <b>+</b> | <b>5</b> <small>ABILITY</small> |
| AGILITY | <b>x 4</b> <small>MULTIPLIER</small> | <b>+</b> | <b>2</b> <small>ABILITY</small> |
| EGO     | <b>x 4</b> <small>MULTIPLIER</small> | <b>+</b> | <b>3</b> <small>ABILITY</small> |
| LOGIC   | <b>x 4</b> <small>MULTIPLIER</small> | <b>+</b> | <b>3</b> <small>ABILITY</small> |

## POWERS

### BASIC

- ◆ Flight 2
- ◆ **Iconic Weapon:** Pumpkin Scepter [Inflicts hellfire damage on a Fantastic success, splitting the damage equally between Health and Focus; otherwise acts as an ordinary club]
- ◆ Mighty 2
- ◆ Sturdy 1

### ELEMENTAL CONTROL (HELLFIRE)

- ◆ Elemental Blast
- ◆ Elemental Burst

### MAGIC (DEMONIC)

- ◆ Penance Stare (referred to as Goblin Gaze)

### MELEE WEAPONS (BLUNT)

- ◆ Fast Attacks
- ◆ Hit & Run
- ◆ Vicious Attack

### SUPER-STRENGTH

- ◆ Banging Heads
- ◆ Clobber
- ◆ Crushing Grip
- ◆ Quick Toss



# RED GOBLIN

Art by Kendrick "kunkka" Lim



RANK

3

KARMA

3

HEALTH

90

DAMAGE  
REDUCTION

—

FOCUS

60

DAMAGE  
REDUCTION

—

SPEED

Run: 5  
Climb: 5  
Swim: 3  
Jump: 5  
Swingline: 15

INITIATIVE  
MODIFIER

+2E

## ABILITIES

ABILITY  
SCORE

3

MELEE

DEFENSE  
SCORE

16

NON-COMBAT  
CHECKS

+4

5

AGILITY

16

+5

3

RESILIENCE

13

+3

2

VIGILANCE

12

+2

1

EGO

11

+1

1

LOGIC

11

+1

## DAMAGE

MELEE

MARVEL

x 4

+

3

ABILITY

AGILITY

MARVEL

x 3

+

5

ABILITY

EGO

MARVEL

x 3

+

1

ABILITY

LOGIC

MARVEL

x 3

+

1

ABILITY

## TRAITS & TAGS

### TRAITS

- ♦ **Anathema:**  
Extreme Heat/  
Extreme Sonics/  
Anti-Venom
- ♦ Berserker
- ♦ Combat  
Reflexes
- ♦ Quick Learner
- ♦ Situational  
Awareness
- ♦ Small
- ♦ Symbiotic  
Spider-Blinder

### TAGS

- ♦ Heroic
- ♦ **Mentor:**  
Captain Marvel  
(Carol Danvers)
- ♦ **Obligation:**  
School
- ♦ Secret Identity
- ♦ Young

## POWERS

### BASIC

- ♦ Disguise
- ♦ Environmental  
Protection
- ♦ Evasion
- ♦ Healing Factor
- ♦ Mighty 1

### SPIDER-POWERS

- ♦ Jump 1
- ♦ Razorwebs
- ♦ Spider-Dodge
- ♦ Spider-Strike
- ♦ Wallcrawling
- ♦ Webcasting
- ♦ Webgrabbing
- ♦ Webslinging
- ♦ Webtrapping

## BIOGRAPHY

**Real Name:** Norman Harold "Normie" Osborn

**Height:** 3'9" **Weight:** 45 lbs. **Gender:** Male

**Eyes:** Blue **Hair:** Brown **Size:** Small

**Distinguishing Features:** None

**Occupation:** Student

**Origin:** Symbiote: Venom

**Teams:** Avengers Academy

**Base:** New York City

### HISTORY

As the son of the Green Goblin (Harry Osborn) and Misery (Liz Allan), Normie Osborn has been getting wrapped up in super-hero shenanigans since he was a toddler. Poisoned by the influence of his grandfather Norman, Normie wound up hating Spider-Man (Peter Parker) and everything the Web-Head stood for.

However, after Spider-Man saved Normie from Carnage, the boy's outlook changed. Now eager to follow in the web-slinger's footsteps, he allowed Venom (Dylan Brock) to bond him with Rascal—a modified offshoot of the Carnage symbiote weak enough for even a little kid to keep under control.

After helping Dylan to rescue his father, Eddie, Normie adopted the identity of the Red Goblin and quietly took to the streets to become New York City's latest enigmatic crime-fighting prodigy.

Despite having been a hero for only a matter of months, Normie has become a trusted ally to many of the city's foremost defenders, including Spider-Man himself. When he's not spending time with his mother, Liz, or his brother, Stanley, Normie attends Avengers Academy, learning the ropes of heroism alongside other up-and-coming young heroes like Moon Girl and Escapade.

### PERSONALITY

Despite all he's been through, Normie is still just a regular kid, and like a lot of kids his age, he's a bundle of insecurities and nervous tics. He's not good at opening up to others, much less counting on them. Ironically, his closest friend is probably his symbiote, Rascal. Unlike most of his species, Rascal is too rambunctious and simpleminded to ever be outright evil.



# REK-RAP

Art by Ed McGuinness, Mark Farmer and Marcio Menyz



RANK  
**3**

KARMA  
**3**

HEALTH  
**120**

DAMAGE  
REDUCTION  
**—**

FOCUS  
**60**

DAMAGE  
REDUCTION  
**—**

SPEED  
Run: 6  
Climb: 6  
Swim: 3  
Jump: 6  
Swingline: 18

INITIATIVE  
MODIFIER  
**+2E**

## ABILITIES

| ABILITY<br>SCORE       | DEFENSE<br>SCORE | NON-COMBAT<br>CHECKS |
|------------------------|------------------|----------------------|
| <b>6</b><br>MELEE      | <b>15</b>        | <b>+8</b>            |
| <b>3</b><br>AGILITY    | <b>14</b>        | <b>+3</b>            |
| <b>4</b><br>RESILIENCE | <b>14</b>        | <b>+4</b>            |
| <b>2</b><br>VIGILANCE  | <b>12</b>        | <b>+2</b>            |
| <b>1</b><br>EGO        | <b>11</b>        | <b>+1</b>            |
| <b>-1</b><br>LOGIC     | <b>9</b>         | <b>-1</b>            |

## DAMAGE

| ABILITY | MULTIPLIER | ABILITY  |
|---------|------------|----------|
| MELEE   | <b>5</b>   | <b>6</b> |
| AGILITY | <b>3</b>   | <b>3</b> |
| EGO     | <b>3</b>   | <b>1</b> |
| LOGIC   | <b>3</b>   | <b>1</b> |

## TRAITS & TAGS

### TRAITS

- ♦ **Anathema:**  
Extreme Heat/  
Extreme Sonics/  
Anti-Venom
- ♦ Berserker
- ♦ Big
- ♦ **Connections:**  
Outsiders
- ♦ Extraordinary  
Origin
- ♦ Fresh Eyes
- ♦ Gullible
- ♦ Stranger
- ♦ Symbiotic  
Spider-Blinder

### TAGS

- ♦ Cursed
- ♦ Heroic
- ♦ Secret Identity
- ♦ Supernatural

## POWERS

### BASIC

- ♦ Disguise
- ♦ Environmental  
Protection
- ♦ Mighty 2

### SPIDER-POWERS

- ♦ Jump 1
- ♦ Spider-Sense
- ♦ Wallcrawling
- ♦ Webcasting
- ♦ Webgrabbing
- ♦ Webslinging

### SUPER-STRENGTH

- ♦ Clobber
- ♦ Immovable
- ♦ Smash

## BIOGRAPHY

**Real Name:** Unknown

**Height:** 4'10", 7'1" as Rek-Rap

**Weight:** 108 lbs., 667 lbs. as Rek-Rap

**Gender:** Male

**Eyes:** Red, white as Rek-Rap

**Hair:** None

**Size:** Big

**Distinguishing Features:** Rek-Rap form resembles Spider-Man costume with unnaturally huge mouth and tongue

**Occupation:** Outsider

**Origin:** Magic: Demonic, Symbiote: Venom

**Teams:** None

**Base:** New York City

### HISTORY

As part of Chasm and Madelyne Pryor's demonic invasion of New York City, the pair kidnapped Spider-Man and took him to limbo, where they forced him to reenact twisted parodies of his own adventures. While working at a demonic version of the *Daily Bugle*, Parker saved the life of a pale little imp.

Inspired, the imp took up the wall-crawler's heroic way of life, dressing like the Web-Head and calling himself Parker-Man. He confronted Chasm's demonic Sinister Six parody—the Insidious Six—and attempted to "audition" for the role of their opponent, but the villains sent him packing.

Dejected, the imp sought out the assistance of an old alchemist friend, a minotaur-like creature who had recently come into possession of a small sample of an alien symbiote. The minotaur wove a ritual to bind the imp to the symbiote, transforming him into a hulking monstrosity.

Embracing his own backwardness, the imp took on the codename of Rek-Rap and helped Parker defeat the Insidious Six. After the invasion of Earth ended, Rek-Rap followed Spider-Man back to Earth, and in the days since, he's helped him fend off a number of other threats, including the demon Re-Po and the resurgent Green Goblin (Norman Osborn).

### PERSONALITY

Rek-Rap adores Spider-Man, but he seems to have only a vague, backward sense of who the hero is and what he does. As he "web-whangs" around the city, Rek-Rap likes to crudely narrate his own adventures, framing them as episodes of *The Rek-Rap Storytime Adventure!* He is, on the whole, a lovable idiot who wants nothing more than to help people, have fun and eat flies.



## RHINO

Art by Javier Garrón &amp; David Curiel



RANK

3

KARMA

—

HEALTH

180

DAMAGE  
REDUCTION

-2

FOCUS

30

DAMAGE  
REDUCTION

—

SPEED

Run: 6

Climb: 3

Swim: 3

Jump: 6

INITIATIVE  
MODIFIER

+1

## ABILITIES

ABILITY  
SCORE

6

MELEE

DEFENSE  
SCORE

15

NON-COMBAT  
CHECKS

+9

0

AGILITY

9

+0

6

RESILIENCE

16

+6

1

VIGILANCE

11

+1

2

EGO

12

+2

1

LOGIC

11

+1

## DAMAGE

MELEE

MARVEL  
dMarvel

x 6

+

6

ABILITY

AGILITY

MARVEL  
dMarvel

x 3

+

0

ABILITY

EGO

MARVEL  
dMarvel

x 3

+

2

ABILITY

LOGIC

MARVEL  
dMarvel

x 3

+

1

ABILITY

## TRAITS &amp; TAGS

## TRAITS

- ♦ Big
- ♦ **Connections:** Criminal
- ♦ Extraordinary Origin
- ♦ **Signature Attack:** Ram
- ♦ Tech Reliance
- ♦ Weird

## TAGS

- ♦ Black Market Access
- ♦ Convict
- ♦ Extreme Appearance (in battle suit)
- ♦ **Immunity:** Gamma Radiation
- ♦ Public Identity
- ♦ Radioactive
- ♦ Streetwise
- ♦ Villainous

## POWERS

## BASIC

- ♦ Mighty 3
- ♦ Sturdy 2

## SUPER-STRENGTH

- ♦ Banging Heads
- ♦ Clobber
- ♦ Crushing Grip
- ♦ Ground-Shaking Stomp
- ♦ Immovable
- ♦ Jump 1
- ♦ Quick Toss
- ♦ Smash

## BIOGRAPHY

**Real Name:** Aleksei Mikhailovich Sytsevich**Height:** 6'5"**Weight:** 710 lbs. **Gender:** Male**Eyes:** Brown**Hair:** Brown**Size:** Big**Distinguishing Features:** None**Occupation:** Criminal**Origin:** High Tech: Battle Suit, Weird Science**Teams:** Orchis, Sinister Six, Thunderbolts**Base:** New York City

## HISTORY

Russian scientists hoping to create a super-powered assassin snatched a small-time crook named Aleksei Sytsevich off the street and offered to grant him strength beyond his wildest dreams. They started by bombarding his body with gamma rays, which did grant him limited super-strength, but not enough for their purposes. To further augment his powers, they developed an armored rhino-like suit that allowed him to smash through any obstacle.

The scientists tried sending their "Rhino" to America to steal government secrets, but after being repeatedly defeated by both Spider-Man (Peter Parker) and the Hulk, Sytsevich turned on his handlers and abandoned Russia for good. He found an apartment in New York City and reinvented himself as a superhuman mercenary for hire.

Although the Rhino primarily works as a villain, he has occasionally teamed up with super heroes for the right cause. He has a long-running grudge against Spider-Man (Peter Parker), but he considers Spider-Man (Miles Morales) to be a decent guy, maybe even a friend.

## PERSONALITY

Despite his reputation as a reckless and destructive dimwit, the Rhino is one of the more reasonable super villains in New York City. He has family and connections, people he cares about, like his niece Tanya. He may be a criminal mercenary, but he's not a cold-blooded killer. Stay out of his way, and he'll stay out of yours.



# THE ROSE

Art by Zé Carlos & Morry Hollowell



RANK

2

KARMA

—

HEALTH

30

DAMAGE  
REDUCTION

—

FOCUS

60

DAMAGE  
REDUCTION

—

SPEED

Run: 5

Climb: 3

Swim: 3

Jump: 3

INITIATIVE  
MODIFIER

+2

## ABILITIES

ABILITY  
SCORE

DEFENSE  
SCORE

NON-COMBAT  
CHECKS

1

MELEE

11

+1

3

AGILITY

13

+4

1

RESILIENCE

11

+1

2

VIGILANCE

12

+2

2

EGO

12

+2

1

LOGIC

11

+1

## TRAITS & TAGS

### TRAITS

- ◆ Connections: Criminal
- ◆ Dealmaker
- ◆ Determination
- ◆ Leverage

### TAGS

- ◆ Backup
- ◆ Black Market Access
- ◆ Public Identity
- ◆ Rich
- ◆ Streetwise
- ◆ Villainous

## POWERS

### BASIC

- ◆ Accuracy 1
- ◆ Inspiration

### RANGED WEAPONS

- ◆ Double Tap
- ◆ Snap Shooting
- ◆ Suppressive Fire
- ◆ Weapons Blazing

### TACTICS

- ◆ Battle Plan
- ◆ Keep Moving

## BIOGRAPHY

**Real Name:** Richard Fisk

**Height:** 5'10" **Weight:** 185 lbs. **Gender:** Male

**Eyes:** Blue **Hair:** Blond **Size:** Average

**Distinguishing Features:** None

**Occupation:** Criminal

**Origin:** Special Training

**Teams:** Fisk Industries

**Base:** New York City

### HISTORY

When you're the son of Kingpin (Wilson Fisk) and Vanessa Fisk, a life of crime might seem only natural. Wilson Fisk never wanted that for his son, Richard, so he tried to keep the boy away from his criminal concerns by sending him to a Swiss boarding school. The distance only made Richard idolize his father more, and when he learned the truth about Kingpin, he went a little insane. He faked his death and used what money he had left to become the Schemer, a criminal mastermind bent on dismantling Kingpin's empire.

Kingpin eventually uncovered the Schemer's true identity, and for a while, the pair reconciled. Under the codename the Rose, Richard entered into the family business, acting as his father's on-and-off rival and successor. However, after a series of high-profile failures, Richard became sick of working alongside his father and attempted to have him assassinated. Vanessa, in retaliation, killed Richard and then herself.

Years later, Kingpin used an ancient ritual to bring his son back to life. Richard has since returned to his old Rose persona, and though he and his father aren't exactly close, they treat each other cordially.

### PERSONALITY

Rose is a well-spoken and pleasant man, always wearing stark white suits, a purple ski mask and thick glasses. While he is almost as good as the Kingpin at playing the organized-crime game, he lacks his father's physical prowess and menace, and his embarrassing attempts to take over his father's enterprise have diminished his status in the criminal underworld.

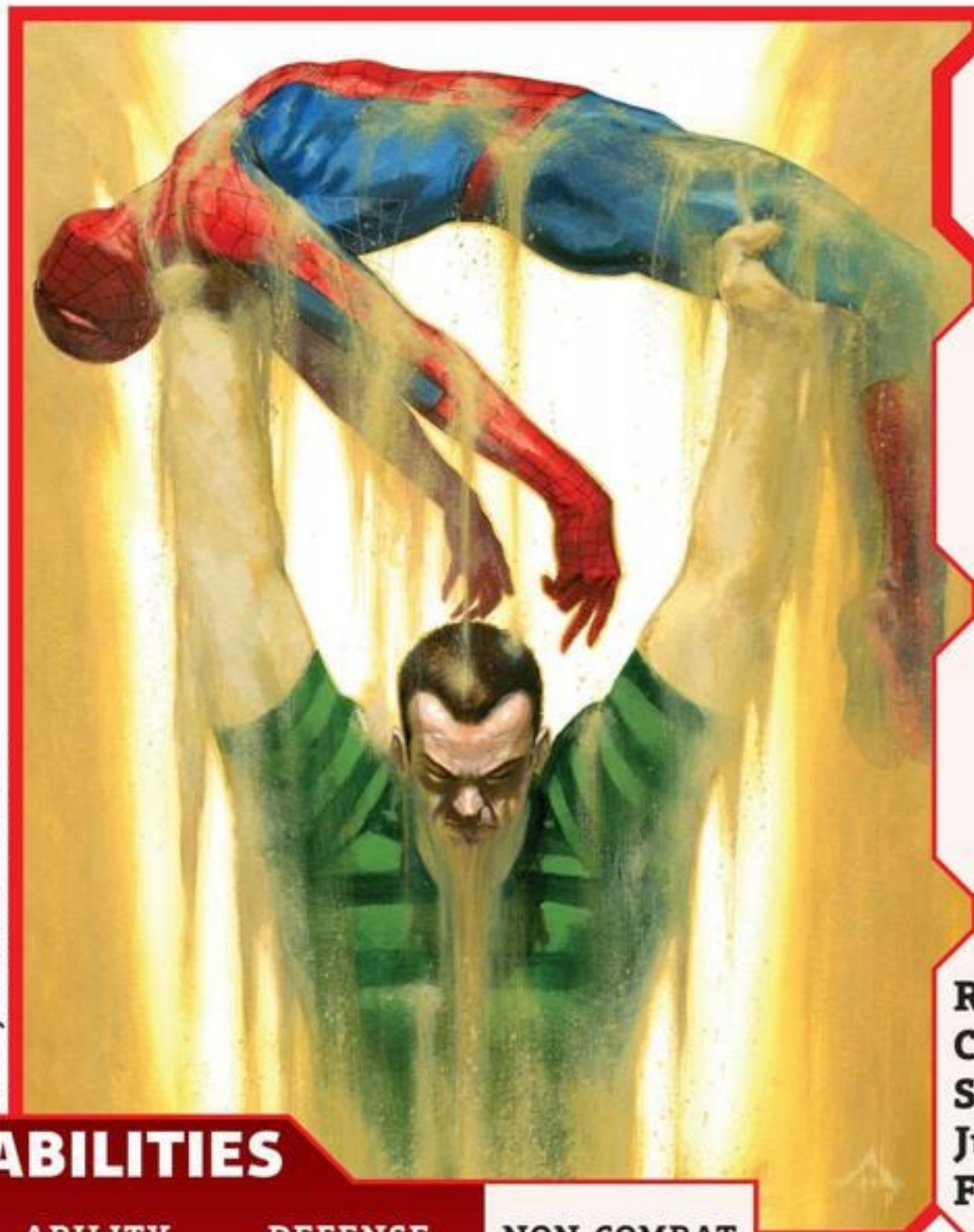
## DAMAGE

|         |                                                                                         |            |         |
|---------|-----------------------------------------------------------------------------------------|------------|---------|
| MELEE   |  x 2 | +          | 1       |
|         | dMarvel                                                                                 | MULTIPLIER | ABILITY |
| AGILITY |  x 3 | +          | 3       |
|         | dMarvel                                                                                 | MULTIPLIER | ABILITY |
| EGO     |  x 2 | +          | 2       |
|         | dMarvel                                                                                 | MULTIPLIER | ABILITY |
| LOGIC   |  x 2 | +          | 1       |
|         | dMarvel                                                                                 | MULTIPLIER | ABILITY |



## SANDMAN

Art by Gabriele Dell'Otto



RANK

4

KARMA

—

HEALTH

90

DAMAGE  
REDUCTION

-2

FOCUS

180

DAMAGE  
REDUCTION

—

SPEED

Run: 5  
Climb: 3  
Swim: 3  
Jump: 3  
Flight: 20

INITIATIVE  
MODIFIER

+6E

## ABILITIES

ABILITY  
SCORE

6

MELEE

DEFENSE  
SCORE

16

NON-COMBAT  
CHECKS

+6

1

AGILITY

11

+1

3

RESILIENCE

13

+3

6

VIGILANCE

16

+6

4

EGO

14

+4

0

LOGIC

10

+0

## TRAITS &amp; TAGS

## TRAITS

- ◆ Connections: Criminal
- ◆ Enduring Constitution
- ◆ Fearless
- ◆ Situational Awareness
- ◆ Weakness: Water
- ◆ Weird

## TAGS

- ◆ Black Market Access
- ◆ Convict
- ◆ Mental Health Conditions
- ◆ Public Identity
- ◆ Streetwise

## BIOGRAPHY

**Real Name:** William "Flint Marko" Baker**Height:** Varies, usually around 6'1"**Weight:** Varies, usually around 450 lbs.**Gender:** Male**Eyes:** Brown **Hair:** Brown**Size:** Varies, usually average**Distinguishing Features:** None**Occupation:** Criminal**Origin:** Weird Science**Teams:** Avengers, Frightful Four, Sinister Six**Base:** New York City**HISTORY**

Born William Baker, the future Sandman picked up the nickname of Flint Marko later in life—"Flint" because he's built like a rock, and "Marko" because he's determined to make a mark on the world.

Unfortunately, for most of Marko's life, that mark has been exclusively negative. Expelled from high school for his uncontrollable temper, he spent the early years of his adulthood as a two-bit thief, landing himself an extended prison sentence.

Marko eventually escaped prison by crawling through a condemned tunnel system, inadvertently exposing himself to illicit radioactive waste that granted him the power to control—and even become—sand.

Believing himself to be untouchable, Marko embarked on a crime spree, robbing banks and terrorizing random people until Spider-Man (Peter Parker), in one of his earliest outings, came to the rescue by literally vacuuming Marko up.

Marko spent a long time trying to have his revenge on Spider-Man, but after many, many defeats, he got tired of being a villain and tried his hand at joining a few super-hero teams.

In the years since, he's bounced back and forth between dozens of different super-teams, some of them heroic, many of them villainous.

**PERSONALITY**

Marko is a world-weary romantic whose villainous tendencies tear him up inside. Sometimes, this internal division manifests in subtle ways. Other times, it presents as something closer to a full-blown dissociative identity disorder, with "Flint Marko" being his evil half and "William Baker" being his true self.

## DAMAGE

MELEE

MARVEL  
dMarvel

× 4

+

6

ABILITY

AGILITY

MARVEL  
dMarvel

× 4

+

1

ABILITY

EGO

MARVEL  
dMarvel

× 4

+

4

ABILITY

LOGIC

MARVEL  
dMarvel

× 4

+

0

ABILITY

## POWERS

## BASIC

- ◆ Flight 1\*

ELEMENTAL CONTROL  
(EARTH)

- ◆ Elemental Barrier
- ◆ Elemental Blast
- ◆ Elemental Burst
- ◆ Elemental Form
- ◆ Elemental Protection 1 (10 points to shatter)
- ◆ Elemental Reinforcement

## PLASTICITY

- ◆ Coiling Crush
- ◆ Extended Reach 2
- ◆ Flexible Bones 2
- ◆ Reverse Punch
- ◆ Slip Free

## RESIZE

- ◆ Grow 3

**Note:** Flight 1 represents Sandman's ability to turn into a whirlwind of sand and float through the air.



# SCARLET SPIDER

Art by Ryan Stegman, Michael Babinski & Marte Gracia



RANK  
**4**

KARMA  
**4**

HEALTH  
**120**

DAMAGE  
REDUCTION  
**-1**

FOCUS  
**90**

DAMAGE  
REDUCTION  
**—**

SPEED  
Run: 6  
Climb: 6  
Swim: 3  
Jump: 6  
Glide: 12  
Swingline: 18

INITIATIVE  
MODIFIER  
**+3E**

## ABILITIES

| ABILITY<br>SCORE       | DEFENSE<br>SCORE | NON-COMBAT<br>CHECKS |
|------------------------|------------------|----------------------|
| <b>6</b><br>MELEE      | <b>19</b>        | <b>+8</b>            |
| <b>7</b><br>AGILITY    | <b>19</b>        | <b>+7</b>            |
| <b>4</b><br>RESILIENCE | <b>14</b>        | <b>+4</b>            |
| <b>3</b><br>VIGILANCE  | <b>13</b>        | <b>+3</b>            |
| <b>0</b><br>EGO        | <b>10</b>        | <b>+0</b>            |
| <b>2</b><br>LOGIC      | <b>12</b>        | <b>+3</b>            |

## TRAITS & TAGS

### TRAITS

- ♦ Combat Reflexes
- ♦ **Connections:** Super Heroes
- ♦ Fearless
- ♦ Free Running
- ♦ Loner
- ♦ Sneaky
- ♦ Weird

### TAGS

- ♦ Black Market Access
- ♦ Clone
- ♦ Extreme Appearance
- ♦ Heroic
- ♦ Poor
- ♦ Secret Identity

## DAMAGE

|         |                                                                   |
|---------|-------------------------------------------------------------------|
| MELEE   | <b>MARVEL</b> x <b>6</b> + <b>6</b><br>dMarvel MULTIPLIER ABILITY |
| AGILITY | <b>MARVEL</b> x <b>4</b> + <b>7</b><br>dMarvel MULTIPLIER ABILITY |
| EGO     | <b>MARVEL</b> x <b>4</b> + <b>0</b><br>dMarvel MULTIPLIER ABILITY |
| LOGIC   | <b>MARVEL</b> x <b>5</b> + <b>2</b><br>dMarvel MULTIPLIER ABILITY |

## POWERS

### BASIC

- ♦ Brilliance 1
- ♦ Combat Trickery
- ♦ Evasion
- ♦ Inspiration
- ♦ Mighty 2
- ♦ Sturdy 1

### SPIDER-POWERS

- ♦ Jump 1
- ♦ Spider-Dodge
- ♦ Spider-Sense
- ♦ Spider-Strike
- ♦ Wallcrawling
- ♦ Webcasting
- ♦ Webgliding
- ♦ Webgrabbing
- ♦ Webslinging
- ♦ Webtrapping

## BIOGRAPHY

**Real Name:** Kaine Parker

**Height:** 5'10" **Weight:** 170 lbs. **Gender:** Male

**Eyes:** Brown **Hair:** Brown **Size:** Average

**Distinguishing Features:** Massive scars across entire body, particularly the face

**Occupation:** Adventurer

**Origin:** Weird Science

**Teams:** New Warriors, Spider-Army, Spider-Society

**Base:** Mobile

### HISTORY

When the Jackal (Miles Warren) set out to create a clone of Spider-Man (Peter Parker), it took him some time to iron out the kinks in his process. His first semi-successful attempt became Kaine Parker, an ultra-strong and disfigured version of Peter Parker.

Driven half to madness by the pain of gradual cellular degeneration, Kaine became everything he despised. A combination of self-hatred and love for the original Peter Parker eventually led Kaine to try to eliminate Peter's other clones, particularly the Scarlet Spider (Ben Reilly).

Although Peter managed to talk Kaine out of killing Reilly, he could not convince the man to give up life as a criminal, and they clashed many times in the subsequent years. Their rivalry ended only after Kaine inadvertently discovered that the cure for a Spider-Virus that temporarily gave most of New York City super-powers could also cure his degenerative condition.

In full control of his faculties for the first time in his life, Kaine renounced his villainous ways and adopted the iconography of the man he once set out to kill, becoming the new Scarlet Spider.

With Ben Reilly recently having been corrupted into the amnesiac Chasm, Kaine is the only Scarlet Spider right now, though he is actively working to restore Reilly to his former state.

### PERSONALITY

Kaine used to be a much darker, angrier person, but as the years have worn on, he's reverted to a personality similar to that of the original Peter Parker. In some ways, he now has a brighter outlook on life than Peter. Kaine has none of Peter's life obligations, and he can be the Scarlet Spider 24/7 without having to worry about anyone needing him elsewhere.



## SCORPION

Art by Travel Foreman &amp; Dee Cunniffe



RANK

4

KARMA

—

HEALTH

90

DAMAGE  
REDUCTION

-2

FOCUS

120

DAMAGE  
REDUCTION

—

SPEED

Run: 6

Climb: 6

Swim: 3

Jump: 6

INITIATIVE  
MODIFIER

+4

## ABILITIES

ABILITY  
SCOREDEFENSE  
SCORENON-COMBAT  
CHECKS

4

MELEE

16

+5

6

AGILITY

16

+6

3

RESILIENCE

13

+3

4

VIGILANCE

14

+4

2

EGO

12

+2

2

LOGIC

12

+2

## TRAITS &amp; TAGS

## TRAITS

- ♦ Combat Reflexes
- ♦ **Connections:** Criminal
- ♦ **Connections:** Police
- ♦ Dealmaker
- ♦ Extra Occupation
- ♦ Extraordinary Origin
- ♦ Interrogation
- ♦ Investigation
- ♦ Tech Reliance
- ♦ Weird

## TAGS

- ♦ Black Market Access
- ♦ Convict
- ♦ Extreme Appearance (in battle suit)
- ♦ Public Identity
- ♦ Streetwise

## BIOGRAPHY

**Real Name:** MacDonald "Mac" Gargan**Height:** 6'2" **Weight:** 220 lbs. **Gender:** Male**Eyes:** Brown**Hair:** Brown, usually shaved bald**Size:** Average**Distinguishing Features:** None**Occupation:** Criminal, Investigator**Origin:** High Tech: Battle Suit, Weird Science**Teams:** Cape Killers, Sinister Six, Thunderbolts**Base:** New York City

## HISTORY

Determined to put his money where his mouth was, J. Jonah Jameson hired a small-time private investigator named Mac Gargan to take down Spider-Man (Peter Parker) and paid thousands of dollars for the man to receive an experimental treatment involving scorpion DNA. This treatment not only gave Gargan the proportional speed and strength of a scorpion, it also granted him perfect psychic control over a powerful mechanical tail. The overwhelming rush of becoming the Scorpion went straight to Gargan's head, and he quickly abandoned the job he was hired for to embark on a crime spree across New York City, until he was eventually arrested by Spider-Man.

After several defeats at the hands of the wall-crawler, Gargan's delusions of grandeur began to wear off. He went back to being a freelance investigator and mercenary—first for entirely criminal outfits like A.I.M. and then, as time went on, for increasingly legitimate organizations like the Thunderbolts and S.H.I.E.L.D.

Until recently, he was a key part of New York City's "Cape Killer" crackdown on unauthorized super-hero activity. Now that the program has been disbanded, it's anyone's guess as to what the Scorpion might do next.

## PERSONALITY

Although he has gone through periods of mental instability, the Scorpion is widely considered to be one of the more reasonable people in Spider-Man's villain repertoire. He may have a long-running grudge against both the Web-Head and J. Jonah Jameson, but he doesn't let his darker emotions run his life. He does what he does primarily for the money and secondarily for fun, with revenge being a distant third priority.

## POWERS

## BASIC

- ♦ Additional Limbs (tail)
- ♦ Combat Trickery
- ♦ Evasion
- ♦ Inspiration
- ♦ Mighty 1
- ♦ Sturdy 2

ELEMENTAL CONTROL  
(ENERGY) 

- ♦ Elemental Barrage
- ♦ Elemental Blast
- ♦ Elemental Burst

## SPIDER-POWERS

- ♦ Jump 1
- ♦ Spider-Dodge
- ♦ Wallcrawling

## SUPER-STRENGTH

- ♦ Clobber
- ♦ Crushing Grip
- ♦ Smash

## DAMAGE

|         |     |   |   |         |
|---------|-----|---|---|---------|
| MELEE   | x 5 | + | 4 | ABILITY |
| AGILITY | x 4 | + | 6 | ABILITY |
| EGO     | x 4 | + | 2 | ABILITY |
| LOGIC   | x 4 | + | 2 | ABILITY |



# SELIM

Art by Carmen Carnero & David Curiel



RANK  
**4**

KARMA  
—

HEALTH  
**90**

DAMAGE  
REDUCTION  
—

FOCUS  
**90**

DAMAGE  
REDUCTION  
—

SPEED  
Run: 6  
Climb: 6  
Swim: 3  
Jump: 6

INITIATIVE  
MODIFIER  
**+3E**

## ABILITIES

| ABILITY<br>SCORE       | DEFENSE<br>SCORE | NON-COMBAT<br>CHECKS |
|------------------------|------------------|----------------------|
| <b>4</b><br>MELEE      | <b>17</b>        | <b>+5</b>            |
| <b>5</b><br>AGILITY    | <b>17</b>        | <b>+5</b>            |
| <b>3</b><br>RESILIENCE | <b>13</b>        | <b>+3</b>            |
| <b>3</b><br>VIGILANCE  | <b>13</b>        | <b>+3</b>            |
| <b>1</b><br>EGO        | <b>11</b>        | <b>+1</b>            |
| <b>4</b><br>LOGIC      | <b>14</b>        | <b>+5</b>            |

## DAMAGE

| MELEE                                                             | AGILITY                                                           | EGO                                                               | LOGIC                                                             |
|-------------------------------------------------------------------|-------------------------------------------------------------------|-------------------------------------------------------------------|-------------------------------------------------------------------|
| <b>MARVEL</b> x <b>5</b> + <b>4</b><br>dMarvel MULTIPLIER ABILITY | <b>MARVEL</b> x <b>4</b> + <b>5</b><br>dMarvel MULTIPLIER ABILITY | <b>MARVEL</b> x <b>4</b> + <b>1</b><br>dMarvel MULTIPLIER ABILITY | <b>MARVEL</b> x <b>5</b> + <b>4</b><br>dMarvel MULTIPLIER ABILITY |

## TRAITS & TAGS

### TRAITS

- ♦ Combat Reflexes
- ♦ **Connections:** Super Villains
- ♦ Fearless
- ♦ Free Running
- ♦ Leverage
- ♦ Quick Learner
- ♦ Weird

### TAGS

- ♦ Black Market Access
- ♦ Clone
- ♦ Linguist
- ♦ Secret Identity
- ♦ Villainous
- ♦ Young

## POWERS

### BASIC

- ♦ Brilliance 1
- ♦ Evasion
- ♦ Inspiration
- ♦ Mighty 1

### ILLUSION

- ♦ Invisibility

### MELEE WEAPONS (SHARP)

- ♦ Fast Attacks
- ♦ Vicious Attack
- ♦ Whirling Frenzy

### SPIDER-POWERS

- ♦ Jump 1
- ♦ Spider-Dodge
- ♦ Spider-Sense
- ♦ Venom Blast
- ♦ Wallcrawling
- ♦ Webcasting

### TACTICS

- ♦ Battle Plan
- ♦ Change of Plans

## BIOGRAPHY

**Real Name:** Selim

**Height:** 5'8" **Weight:** 158 lbs. **Gender:** Male

**Eyes:** Brown **Hair:** Black **Size:** Average

**Distinguishing Features:** None

**Occupation:** Adventurer

**Origin:** Weird Science

**Teams:** None

**Base:** Brooklyn, New York City

### HISTORY

As part of his plans to cause as much pain as possible for Spider-Man (Miles Morales), the villain Ultimatum hired an enigmatic artificial being known as the Assessor to capture, torture and clone the wall-crawler. Though the Assessor succeeded at the first two parts, he was not a particularly good cloner. Most of his creations degenerated into cellular goop within minutes. One survived for a few hours, just long enough to disintegrate while fighting Spider-Man.

Only three of the Assessor's many clones were stable enough to survive more than a day. The strongest and smartest of these clones, Selim, led his brothers Shift and Mindspinner on a quest to escape the Assessor and find a cure for their degeneration.

However, Selim's murderous tactics gradually turned his brothers against him, and after he kidnapped Spider-Man's little sister, Billie, they teamed up to take him down. Ultimately, Mindspinner and Selim killed each other, leaving Shift as the only surviving clone.

The Selim of Earth-9375 defeated his world's Spider-Man and conquered New York City, declaring himself Emperor Selim.

### PERSONALITY

Miles Morales is no slouch in the intellect department, but Selim's cold expertise puts him to shame. His ruthless cunning, complete amorality and stunning combat expertise would make him a tough opponent for any wall-crawling hero.

Despite his degenerative problems, Selim considers himself the perfect specimen, and he says his self-chosen name, in Arabic, means *undamaged*. (It also happens to spell Miles backward.)



## SHATHRA

Art by Mark Bagley &amp; Edgar Delgado



RANK

6

KARMA

—

HEALTH

210

DAMAGE  
REDUCTION

-2

FOCUS

180

DAMAGE  
REDUCTION

—

SPEED

Run: 6  
Climb: 3  
Swim: 3  
Jump: 3  
Flight: 36

INITIATIVE  
MODIFIER

+6

## ABILITIES

ABILITY  
SCOREDEFENSE  
SCORENON-COMBAT  
CHECKS

4

MELEE

14

+7

6

AGILITY

16

+7

7

RESILIENCE

17

+7

6

VIGILANCE

16

+6

4

EGO

14

+4

3

LOGIC

13

+3

## TRAITS &amp; TAGS

## TRAITS

- ♦ Combat Reflexes
- ♦ **Connections:** Outsiders
- ♦ Extraordinary Origin
- ♦ Fresh Eyes
- ♦ God Heritage
- ♦ Hive Mind (Leader of the Great Hive)
- ♦ Infector (Spider-Wasp Venom)
- ♦ Presence
- ♦ Stranger

## TAGS

- ♦ Public Identity
- ♦ Sorcerous
- ♦ Supernatural
- ♦ Villainous

## BIOGRAPHY

**Real Name:** Shathra**Height:** 6'2" **Weight:** 120 lbs. **Gender:** Female**Eyes:** Brown, glowing white (in corrupted form)**Hair:** Black **Size:** Average**Distinguishing Features:** Corrupted form is uniformly black with claws, wings, antennae and fangs**Occupation:** Outsider**Origin:** Magic: Sorcery, Mythic**Teams:** The Hive**Base:** Astral Plane

## HISTORY

Long ago, when existence was still young, the elder goddesses Gaea and Oshtur tasked their daughters Shathra and Neith with deciding the shape of the coming Multiverse. Envisioning a place of hierarchy and order, Shathra proposed the Great Nest: a collection of tightly connected universes with their own universe, Earth-001, as the central authority. Neith, in turn, designed the Great Web of Life and Destiny as a critique of her sister's creation: a network of equal universes where each supports the other.

Gaea and Oshtur supported Neith's vision, and though Shathra tried to pretend that the snub didn't bother her, her rage and envy slowly consumed her, turning her into a shadow of her former self. Over the subsequent eons, Neith's Great Web of Life and Destiny grew into the Web of Life and Destiny, and Earth-001 became Loomworld, the place where the web was spun.

Meanwhile, Shathra's shadow roamed aimlessly across the Multiverse, instinctively destroying pieces of her sister's Web. Eventually, her journey brought her to Earth-616, where Spider-Man (Peter Parker), Ezekiel Sims and, later, Kaine, banished her into the depths of the Web.

Years later, while investigating the Web of Life and Destiny's origins, Spiderling inadvertently summoned Shathra back into Earth-001. Shathra used her powers to erase a large chunk of the Web and corrupt much of the Spider-Army, but the remaining members managed to defeat her, cleansing both her and the heroes she had corrupted, turning them back to normal.

## PERSONALITY

Shathra is normally an intelligent if prideful goddess, no different from many of the gods of Asgard or Olympus. However, her corrupted form is borderline animalistic. Consumed entirely by her desire to sow chaos and death throughout the Web of Life and Destiny, she speaks in the hissing voice of a Spider-Wasp, the arachnid's natural enemy.

## POWERS

## BASIC

- ♦ Accuracy 1
- ♦ Disguise
- ♦ Flight 2
- ♦ Heightened Senses 1
- ♦ Mighty 3
- ♦ Sturdy 2

ELEMENTAL CONTROL  
(SWARM)

- ♦ Elemental Barrage
- ♦ Elemental Blast
- ♦ Elemental Burst

## MAGIC (SORCERY)

- ♦ Astral Form
- ♦ Summon Portal

MELEE WEAPONS  
(SHARP)

- ♦ Exploit
- ♦ Fast Attacks
- ♦ Furious Attacks
- ♦ Vicious Attack
- ♦ Whirling Frenzy

## RESIZE

- ♦ Grow 4

## TELEPATHY

- ♦ Animal Communication (wasps)

## DAMAGE

|         |                                                                                         |            |         |
|---------|-----------------------------------------------------------------------------------------|------------|---------|
| MELEE   |  x 9 | +          | 4       |
|         | dMarvel                                                                                 | MULTIPLIER | ABILITY |
| AGILITY |  x 7 | +          | 6       |
|         | dMarvel                                                                                 | MULTIPLIER | ABILITY |
| EGO     |  x 6 | +          | 4       |
|         | dMarvel                                                                                 | MULTIPLIER | ABILITY |
| LOGIC   |  x 6 | +          | 3       |
|         | dMarvel                                                                                 | MULTIPLIER | ABILITY |



# SHIFT

Art by Kael Ngu



RANK

3

KARMA

3

HEALTH

120

DAMAGE REDUCTION

-1

FOCUS

60

DAMAGE REDUCTION

—

SPEED

Run: 6  
Climb: 6  
Swim: 3  
Jump: 6  
Swingline: 18

INITIATIVE MODIFIER

+2E

## ABILITIES

ABILITY SCORE

DEFENSE SCORE

NON-COMBAT CHECKS

5

MELEE

14

+7

3

AGILITY

14

+3

4

RESILIENCE

14

+4

2

VIGILANCE

12

+2

0

EGO

10

+0

1

LOGIC

11

+1

## TRAITS & TAGS

### TRAITS

- ♦ Big
- ♦ Connections: Super Heroes
- ♦ Fearless
- ♦ Free Running
- ♦ Quick Learner
- ♦ Weird

### TAGS

- ♦ Black Market Access
- ♦ Clone
- ♦ Extreme Appearance
- ♦ Heroic
- ♦ Secret Identity
- ♦ Young

## BIOGRAPHY

**Real Name:** Shift

**Height:** 7'2" **Weight:** 598 lbs. **Gender:** Male

**Eyes:** Brown **Hair:** Black **Size:** Big

**Distinguishing Features:** Massive, morphable and heavily scarred body

**Occupation:** Adventurer

**Origin:** Weird Science

**Teams:** None

**Base:** Brooklyn, New York City

### HISTORY

As part of his plans to cause as much pain as possible for Spider-Man (Miles Morales), the villain Ultimatum hired an enigmatic artificial being known as the Assessor to capture, torture and clone the wall-crawler. Though the Assessor succeeded at the first two parts, he was not a particularly good cloner. Most of his creations degenerated into cellular goop within minutes. One survived for a few hours, just long enough to disintegrate while fighting Spider-Man.

Only three of the Assessor's many clones were stable enough to survive more than a day. The strongest and smartest of these clones, Selim, led his brothers Shift and Mindspinner on a quest to escape the Assessor and find a cure for their degeneration.

However, Selim's murderous tactics gradually turned his brothers against him, and after he kidnapped Spider-Man's little sister, Billie, they teamed up to take him down. Ultimately, Mindspinner and Selim killed each other, leaving Shift as the only surviving clone.

In the immediate aftermath, Billie gave Shift a cold that, by some miracle, cured his degeneration. After a few adventures together, Spider-Man invited Shift to formally join the Morales household.

### PERSONALITY

Shift's weird, morphable body keeps him from easily manipulating his own vocal cords. For most of his life, he could only get out the occasional grunt or gurgle. However, Spider-Man's friend Ms. Marvel (Kamala Khan) began working with Shift to train his vocal muscles, and he can now speak in short, rough sentences. Even with his broken speech, it's easy to tell that he has a sense of humor and camaraderie similar to Spider-Man's own.

## DAMAGE

|         |                                                                                         |   |         |
|---------|-----------------------------------------------------------------------------------------|---|---------|
| MELEE   |  x 5 | + | 5       |
|         | MULTIPLIER                                                                              |   | ABILITY |
| AGILITY |  x 3 | + | 3       |
|         | MULTIPLIER                                                                              |   | ABILITY |
| EGO     |  x 3 | + | 0       |
|         | MULTIPLIER                                                                              |   | ABILITY |
| LOGIC   |  x 3 | + | 1       |
|         | MULTIPLIER                                                                              |   | ABILITY |

## POWERS

### BASIC

- ♦ Mighty 2

### PLASTICITY

- ♦ Extended Reach 1
- ♦ Flexible Bones 1

### SUPER-STRENGTH

- ♦ Clobber
- ♦ Smash

### SPIDER-POWERS

- ♦ Jump 1
- ♦ Spider-Sense
- ♦ Wallcrawling
- ♦ Webcasting
- ♦ Webgrabbing
- ♦ Webslinging



## SHOCKER

Art by Mike McKone



RANK

3

KARMA

—

HEALTH

90

DAMAGE  
REDUCTION

-2

FOCUS

90

DAMAGE  
REDUCTION

—

SPEED

Run: 6

Climb: 3

Swim: 3

Jump: 3

INITIATIVE  
MODIFIER

+3

## ABILITIES

ABILITY  
SCORE

1

MELEE

DEFENSE  
SCORE

11

NON-COMBAT  
CHECKS

+1

5

AGILITY

15

+7

3

RESILIENCE

13

+3

3

VIGILANCE

13

+3

1

EGO

11

+2

2

LOGIC

12

+3

## TRAITS &amp; TAGS

## TRAITS

- ◆ Abrasive
- ◆ Combat Reflexes
- ◆ **Connections:** Criminal
- ◆ Extra Occupation
- ◆ Gearhead
- ◆ Inventor
- ◆ Surprising Power (Elemental Barrage)
- ◆ Tech Reliance

## TAGS

- ◆ Black Market Access
- ◆ Convict
- ◆ Lab Access
- ◆ Public Identity
- ◆ Streetwise
- ◆ Villainous

## BIOGRAPHY

**Real Name:** Herman Schultz**Height:** 5'9"**Weight:** 175 lbs.**Gender:** Male**Eyes:** Brown**Hair:** Brown**Size:** Average**Distinguishing Features:** None**Occupation:** Criminal, Engineer**Origin:** High Tech**Teams:** Sinister Six, Thunderbolts**Base:** New York City

## HISTORY

Second-story man Herman Schultz never had any skill for cracking safes, but during a long stint in prison, he discovered that he had an incredible talent for electrical engineering. Using the tools in the jail workshop, he tried to create a vibrational device capable of countering any safe's tumblers.

Although Schultz failed to build a universal safe-cracker, he succeeded in constructing a vibro-shock generator capable of blasting through walls. Spying an opportunity at freedom, he fit his new generator into a pair of gauntlets, wove himself a recoil-negating suit and blasted his way out of prison.

As the Shocker, Schultz embarked on a crime spree, blasting through dozens of banks. He was eventually stopped by Spider-Man (Peter Parker), but his ability to battle the wall-crawler to a near draw made him a hot topic throughout the underworld.

Over the years, the Shocker garnered work with dozens of mercenary groups—mostly criminal outfits like the Maggia, but also semi-legitimate organizations like the Thunderbolts. He worked for the Hobgoblin (Roderick Kingsley) during the gang war that recently consumed much of New York City, but when the Hobgoblin began losing ground to his rivals, the Shocker joined the rest of the crew in turning on their boss and fleeing for the hills.

## PERSONALITY

A lifetime of failure has given the Shocker deep insecurities. He couldn't hack it as a regular guy—or as a regular criminal—so he clings desperately to the limited success he's achieved as a super villain. So much as suggest that he might not be the brilliant mastermind he thinks he is, and the Shocker flies into a violent rage.

## POWERS

## BASIC

- ◆ Accuracy 2
- ◆ Brilliance 1
- ◆ Discipline 1
- ◆ Inspiration
- ◆ Sturdy 2

ELEMENTAL CONTROL  
(AIR)

- ◆ Elemental Barrage
- ◆ Elemental Blast
- ◆ Elemental Burst
- ◆ Elemental Infusion

## TACTICS

- ◆ Battle Plan

## DAMAGE

|         |     |   |   |         |
|---------|-----|---|---|---------|
| MELEE   | × 3 | + | 1 | ABILITY |
| AGILITY | × 5 | + | 5 | ABILITY |
| EGO     | × 4 | + | 1 | ABILITY |
| LOGIC   | × 4 | + | 2 | ABILITY |



# SILENCE

Art by Chris Mooneyham & Jim Campbell



RANK  
**4**

KARMA  
**4**

HEALTH  
**90**

DAMAGE  
REDUCTION  
**—**

FOCUS  
**90**

DAMAGE  
REDUCTION  
**—**

SPEED  
Run: 6  
Climb: 6  
Swim: 3  
Jump: 3  
Swingline: 18

INITIATIVE  
MODIFIER  
**+3E**

## ABILITIES

| ABILITY SCORE          | DEFENSE SCORE | NON-COMBAT CHECKS |
|------------------------|---------------|-------------------|
| <b>5</b><br>MELEE      | <b>15</b>     | <b>+6</b>         |
| <b>5</b><br>AGILITY    | <b>17</b>     | <b>+5</b>         |
| <b>3</b><br>RESILIENCE | <b>13</b>     | <b>+3</b>         |
| <b>3</b><br>VIGILANCE  | <b>13</b>     | <b>+3</b>         |
| <b>3</b><br>EGO        | <b>13</b>     | <b>+3</b>         |
| <b>1</b><br>LOGIC      | <b>11</b>     | <b>+1</b>         |

## TRAITS & TAGS

### TRAITS

- ♦ **Anathema:** Extreme Heat/Extreme Sonics
- ♦ Berserker
- ♦ **Connections:** Super Heroes
- ♦ Extraordinary Origin
- ♦ Fearless
- ♦ Free Running
- ♦ Magic Item Reliance (Hell-Mark)
- ♦ Quick Learner
- ♦ Symbiotic Spider-Blinder

### TAGS

- ♦ Black Market Access
- ♦ Cursed
- ♦ Heroic
- ♦ **Mentor:** Agent Anti-Venom
- ♦ Poor
- ♦ Secret Identity
- ♦ Supernatural
- ♦ Young

## BIOGRAPHY

**Real Name:** Andrea "Andi" Benton

**Height:** 5'8"

**Weight:** 140 lbs. **Gender:** Female

**Eyes:** Blue

**Hair:** Black, usually dyed purple

**Size:** Average

**Distinguishing Features:** Red and white Silence form has claws, no visible mouth

**Occupation:** Adventurer

**Origin:** Magic: Demonic, Symbiote: Venom

**Teams:** Venomverse Resistance Movement

**Base:** New York City

### HISTORY

When Flash Thompson was Agent Venom, he briefly took a job coaching gym at a high school. While there, he befriended a bullied teen named Andi Benton. Benton and her father lived in an apartment just upstairs from Thompson, and when an agent of Thompson's nemesis Jack O'Lantern—masquerading as the villain—attacked, they were caught in the crossfire.

The attacker killed Benton's father and was about to kill her too when Thompson transferred a piece of his symbiote to her. This piece happened to contain the enchanted Hell-Mark that Thompson had previously taken from Mephisto, and it imbued her with the powers of both a demon lord and a symbiote.

As the unstable but heroic Mania, Benton became Thompson's new partner, helping him to battle the likes of Jack O'Lantern and Carnage. Sometime later, Venom's enemy Lee Price ambushed Benton and stole the Mania symbiote, turning himself into Maniac. Thompson defeated Maniac, but in the process, he effectively destroyed the Mania symbiote.

Benton eventually regained her symbiote powers by convincing the Scream symbiote to break its connection with Carnage's hive mind, but Scream soon returned to Carnage's side. However, with help from Alchemax scientists, Benton used Thompson's new Anti-Venom symbiote to turn some of Scream's remnants into a new symbiote named Silence. Fully repowered, she resumed her old partnership with Thompson.

### PERSONALITY

Benton may dress goth and act like she doesn't care, but her hard exterior belies a heart that is profoundly compassionate and caring. She frequently prioritizes the safety and well-being of others over her own and is, at the moment, both a resident and a volunteer at the F.E.A.S.T. homeless shelter.

## DAMAGE

|         |                                      |          |                                 |
|---------|--------------------------------------|----------|---------------------------------|
| MELEE   | <b>x 5</b> <small>MULTIPLIER</small> | <b>+</b> | <b>5</b> <small>ABILITY</small> |
| AGILITY | <b>x 4</b> <small>MULTIPLIER</small> | <b>+</b> | <b>5</b> <small>ABILITY</small> |
| EGO     | <b>x 4</b> <small>MULTIPLIER</small> | <b>+</b> | <b>3</b> <small>ABILITY</small> |
| LOGIC   | <b>x 4</b> <small>MULTIPLIER</small> | <b>+</b> | <b>1</b> <small>ABILITY</small> |

## POWERS

### BASIC

- ♦ Disguise
- ♦ Environmental Protection
- ♦ Healing Factor
- ♦ Heightened Senses 1
- ♦ **Iconic Weapon:** Hell-Mark [Grants Elemental Burst (Hellfire). Also allows Silence to create dimensional portals exclusively to and from Hell. She must still pay

the regular Dimensional Portal power cost of 15 Focus.]

- ♦ Mighty 1

### ELEMENTAL CONTROL (HELLFIRE)

- ♦ Elemental Burst

### HEALING

- ♦ Healing Hands
- ♦ Let's Go

### MELEE WEAPONS (SHARP)

- ♦ Fast Attacks
- ♦ Whirling Frenzy

### SPIDER-POWERS

- ♦ Spider-Sense
- ♦ Wallcrawling
- ♦ Webcasting
- ♦ Webgrabbing
- ♦ Webslinging



## SILK

Art by InHyuk Lee

RANK  
**4**KARMA  
**4**HEALTH  
**90**DAMAGE  
REDUCTION  
**—**FOCUS  
**90**DAMAGE  
REDUCTION  
**—**SPEED  
Run/Climb: 6  
Swim: 3  
Jump: 6  
Glide: 12  
Swingline: 18INITIATIVE  
MODIFIER  
**+3E**

## ABILITIES

| ABILITY<br>SCORE       | DEFENSE<br>SCORE | NON-COMBAT<br>CHECKS |
|------------------------|------------------|----------------------|
| <b>5</b><br>MELEE      | <b>18</b>        | <b>+6</b>            |
| <b>6</b><br>AGILITY    | <b>18</b>        | <b>+6</b>            |
| <b>3</b><br>RESILIENCE | <b>13</b>        | <b>+3</b>            |
| <b>3</b><br>VIGILANCE  | <b>13</b>        | <b>+3</b>            |
| <b>0</b><br>EGO        | <b>13</b>        | <b>+0</b>            |
| <b>3</b><br>LOGIC      | <b>13</b>        | <b>+3</b>            |

## DAMAGE

|         |                                             |
|---------|---------------------------------------------|
| MELEE   | <b>x 5</b> + <b>5</b><br>MULTIPLIER ABILITY |
| AGILITY | <b>x 4</b> + <b>6</b><br>MULTIPLIER ABILITY |
| EGO     | <b>x 4</b> + <b>0</b><br>MULTIPLIER ABILITY |
| LOGIC   | <b>x 4</b> + <b>3</b><br>MULTIPLIER ABILITY |

## TRAITS &amp; TAGS

## TRAITS

- ♦ Audience
- ♦ Combat Reflexes
- ♦ Connections: Sources
- ♦ Eidetic Memory
- ♦ Free Running
- ♦ Pundit
- ♦ Situational Awareness
- ♦ Weird

## TAGS

- ♦ Heroic
- ♦ Secret Identity
- ♦ Streetwise

## POWERS

## BASIC

- ♦ Combat Trickery
- ♦ Evasion
- ♦ Integrity
- ♦ Mighty 1

MELEE WEAPONS  
(SHARP)

- ♦ Fast Attacks
- ♦ Hit & Run
- ♦ Vicious Attack

## SPIDER-POWERS

- ♦ Jump 1
- ♦ Spider-Dodge
- ♦ Spider-Pheromones
- ♦ Spider-Sense
- ♦ Spider-Strike
- ♦ Wallcrawling
- ♦ Webcasting
- ♦ Webgliding
- ♦ Webgrabbing
- ♦ Webslinging
- ♦ Webtrapping

## BIOGRAPHY

**Real Name:** Cindy Moon**Height:** 5'7"**Weight:** 130 lbs.**Gender:** Female**Eyes:** Brown**Hair:** Black**Size:** Average**Distinguishing Features:** None**Occupation:** Journalist**Origin:** Weird Science**Teams:** Agents of Atlas, Spider-Army, Spider-Society**Base:** New York City

## HISTORY

As a teenager, Cindy Moon was bitten by the exact same radioactive spider that gave Spider-Man (Peter Parker) his powers. Her own powers proved a powerful lure for the multiversal predator Morlun, so she was locked away in a bunker for her own safety for thirteen years. After learning of Moon's existence, Parker freed her from her bunker, unintentionally launching Morlun's hunt for her once again.

Morlun and his family of hero hunters have since been defeated, and Moon has been reunited with her family. Today, she works as a reporter for J. Jonah Jameson's new outlet, *Threats and Menaces*, and helps save the world as the spider-powered hero Silk.

Silk has truly come into her own as a hero. She wound up being the most important hero in the battle against Shathra and has taken on a leadership role in the new Spider-Society. She considers fellow female wall-crawlers Araña and Madame Web to be her best friends.

## PERSONALITY

A decade of nearly complete isolation gave Moon no small amount of social anxiety. Although she's made great strides in the last few years, she still has some trouble socializing, particularly with people she doesn't know well. Despite her fears, Moon's unwavering heroic spirit allows her to push forward in her adventures.



# SILVERMANE

Art by Marcos Martin & Javier Rodríguez



RANK

3

KARMA

—

HEALTH

90

DAMAGE  
REDUCTION

-1

FOCUS

90

DAMAGE  
REDUCTION

—

SPEED

Run: 6

Climb: 3

Swim: 3

Jump: 3

INITIATIVE  
MODIFIER

+3

## ABILITIES

ABILITY  
SCORE

2

MELEE

DEFENSE  
SCORE

11

NON-COMBAT  
CHECKS

+3

4

AGILITY

13

+5

3

RESILIENCE

13

+3

3

VIGILANCE

13

+3

2

EGO

12

+2

1

LOGIC

11

+1

## TRAITS & TAGS

### TRAITS

- ◆ Abrasive
- ◆ Big
- ◆ **Connections:** Criminal
- ◆ Presence
- ◆ Tech Reliance

### TAGS

- ◆ Backup
- ◆ Black Market Access
- ◆ Extreme Appearance
- ◆ Public Identity
- ◆ Streetwise
- ◆ Villainous

## POWERS

### BASIC

- ◆ Accuracy 1
- ◆ Mighty 1
- ◆ Sturdy 1

### ELEMENTAL CONTROL (ENERGY)

- ◆ Elemental Blast
- ◆ Elemental Burst

### TACTICS

- ◆ Keep Moving
- ◆ On Your Feet

### RANGED WEAPONS

- ◆ Double Tap
- ◆ Return Fire
- ◆ Snap Shooting
- ◆ Suppressive Fire
- ◆ Weapons Blazing

## BIOGRAPHY

**Real Name:** Silvio Manfredi

**Height:** 7' **Weight:** 440 lbs. **Gender:** Male

**Eyes:** Gray **Hair:** None **Size:** Big

**Distinguishing Features:** Cybernetic body

**Occupation:** Criminal

**Origin:** High Tech: Cybernetics

**Teams:** Hydra, Maggia

**Base:** New York City

### HISTORY

As the decades-long head of one of the most powerful Maggia families on the East Coast, Silvio Manfredi had more experience dealing with crimefighters—both super and non-super—than almost anybody else on the planet. He was so vital—not just to the operations of his family, but to all organized crime—that his people set out to ensure that he would never die. They went on a mission to obtain an elixir of eternal life, and after that failed, they put into place another, less mystical contingency plan.

When Manfredi was eventually struck down by Cloak and Dagger, his people took him apart and put him back together in a top-of-the-line cybernetic body. Now more robot than man, Manfredi was stolen and reprogrammed into a mindless killing machine by his greatest rival: the Kingpin. Although he later regained his senses, this brief absence allowed for the Kingpin to conquer much of Manfredi's territory, cementing his place as an all-encompassing leader of organized crime.

Though their power continues to diminish, Silvermane and the Manfredi family have managed to linger. They had a chance at regaining some of their lost glory during the gang war that recently overtook most of New York City, but along with the rest of the old-timers, Silvermane ultimately lost the conflict to Tombstone's faction.

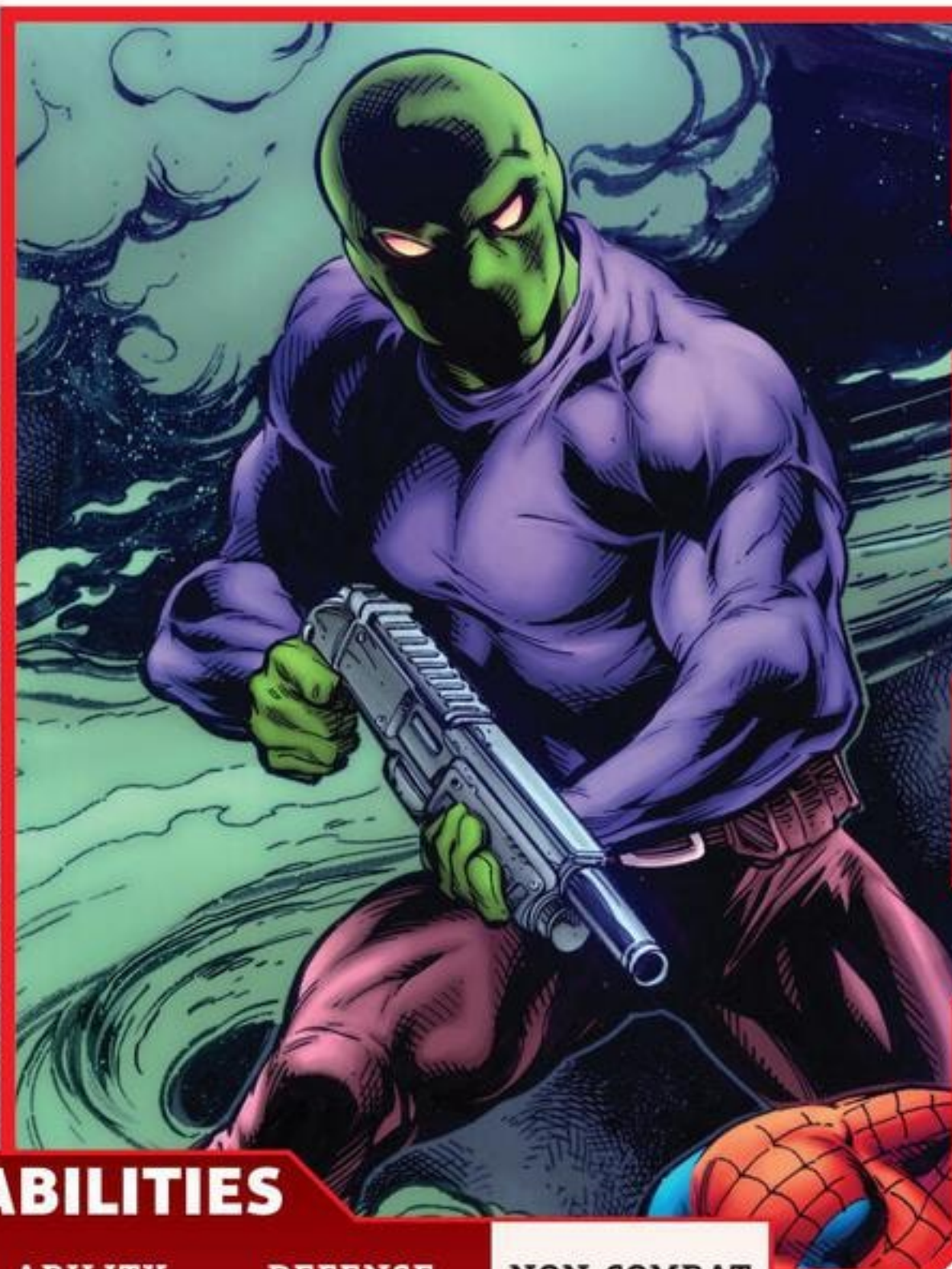
### PERSONALITY

Silvermane is an irritable—verging on unhinged—old man with little patience for dealing with anyone other than himself. His children, Joseph Manfredi and Saya Ishii, have both become respectable Maggia leaders in their own right, but Silvermane couldn't care less. He would rather reminisce about his glory days than spend time with them—or anyone else, for that matter.



## SIN-EATER

Art by Mark Bagley, John Dell &amp; Morry Hollowell



RANK

2

KARMA

—

HEALTH

90

DAMAGE  
REDUCTION

—

FOCUS

60

DAMAGE  
REDUCTION

—

SPEED

Run: 5

Climb: 3

Swim: 3

Jump: 3

INITIATIVE  
MODIFIER

+2

## ABILITIES

ABILITY  
SCORE

1

MELEE

DEFENSE  
SCORE

11

NON-COMBAT  
CHECKS

+1

4

AGILITY

14

+6

3

RESILIENCE

13

+3

2

VIGILANCE

12

+2

0

EGO

10

+0

0

LOGIC

10

+0

## TRAITS &amp; TAGS

## TRAITS

- ♦ Extraordinary Origin
- ♦ Fearless
- ♦ Interrogation
- ♦ Investigation
- ♦ Weird

## TAGS

- ♦ Authority
- ♦ Backup
- ♦ Extreme Appearance
- ♦ Public Identity
- ♦ Supernatural
- ♦ Villainous

## BIOGRAPHY

**Real Name:** Stanley "Stan" Carter**Height:** 5'11"**Weight:** 237 lbs. **Gender:** Male**Eyes:** Blue**Hair:** Brown with gray temples**Size:** Average**Distinguishing Features:** Half-decayed, zombified appearance**Occupation:** Law Enforcer**Origin:** Magic, Weird Science**Teams:** NYPD, S.H.I.E.L.D.**Base:** New York City

## HISTORY

Once an ordinary if slightly overzealous S.H.I.E.L.D. agent, Stan Carter's life changed forever when he volunteered as a test subject for a new Super-Soldier Serum. The drug—a heavily modified variant of the hallucinogenic compound PCP—succeeded in granting Carter a limited form of super-strength, but it also made him mentally unstable, sometimes even violent. Ultimately, S.H.I.E.L.D. higher-ups were forced to scrap the project and fire Carter.

In the aftermath, Carter got a new job working for the New York Police Department, where he became increasingly paranoid. When he found out that his partner was secretly pushing drugs for the mob, his mind broke. In a dissociative fugue state, he killed his partner and adopted the identity of Sin-Eater.

Donning a hastily constructed disguise, Carter embarked on a campaign of terror across New York City, killing every corrupt priest, politician and cop he could get his hands on—including, most infamously, NYPD Captain Jean DeWolff.

Spider-Man (Peter Parker) eventually managed to capture Carter. Shortly thereafter, the Sin-Eater was shot down by the NYPD while attempting to escape prison.

Years later, Carter was resurrected by the demonic Kindred and given the power to literally devour sins, which he used to suck the evil out of several major villains, including the Green Goblin. The current whereabouts of this partially zombified Sin-Eater remain unknown.

## PERSONALITY

Stan Carter sees himself as the ultimate good guy: a holy warrior sent by God to cleanse the world of all corruption. In truth, he is nothing more than a run-of-the-mill serial killer, and somewhere deep inside, he knows it. His mad zealotry exists as a shield to protect himself from having to consider the consequences of his actions.

## DAMAGE

MELEE

MARVEL x 2  
dMarvel MULTIPLIER

+

1

ABILITY

AGILITY

MARVEL x 4  
dMarvel MULTIPLIER

+

4

ABILITY

EGO

MARVEL x 2  
dMarvel MULTIPLIER

+

0

ABILITY

LOGIC

MARVEL x 2  
dMarvel MULTIPLIER

+

0

ABILITY

## POWERS

## BASIC

- ♦ Accuracy 2
- ♦ Combat Trickery
- ♦ **Iconic Weapon:** Sin-Eating Shotgun [Applies the effects of Penance Stare on a Fantastic success; otherwise acts as a normal shotgun]

## RANGED WEAPONS

- ♦ Double Tap
- ♦ Point-Blank Parry
- ♦ Snap Shooting
- ♦ Stopping Power
- ♦ Weapons Blazing



# SLEEPER

Art by Iban Coello & Rain Beredo



RANK

4

KARMA

—

HEALTH

90

DAMAGE  
REDUCTION

—

FOCUS

150

DAMAGE  
REDUCTION

—

SPEED

Run: 4  
Climb: 4  
Swim: 2  
Jump: 4  
Swingline: 12

INITIATIVE  
MODIFIER

+5

## ABILITIES

ABILITY  
SCORE

DEFENSE  
SCORE

NON-COMBAT  
CHECKS

6

MELEE

17

+8

4

AGILITY

15

+4

3

RESILIENCE

13

+3

5

VIGILANCE

15

+5

1

EGO

11

+1

1

LOGIC

11

+1

## TRAITS & TAGS

### TRAITS

- ◆ **Anathema:**  
Extreme Heat/  
Extreme Sonics/  
Anti-Venom
- ◆ Berserker
- ◆ Combat  
Reflexes
- ◆ **Connections:**  
Outsiders
- ◆ Fresh Eyes
- ◆ Skeptical
- ◆ Small
- ◆ Sneaky
- ◆ Stranger
- ◆ Symbiotic  
Spider-Blinder

### TAGS

- ◆ Alien Heritage
- ◆ Public Identity

## POWERS

### BASIC

- ◆ Disguise
- ◆ Environmental  
Protection
- ◆ Healing Factor
- ◆ Heightened Senses 1
- ◆ Mighty 2
- ◆ Shape-Shift

### ILLUSION

- ◆ Animated Illusion
- ◆ Illumination
- ◆ Invisibility
- ◆ Static Illusion

### MELEE WEAPONS (SHARP)

- ◆ Fast Attacks
- ◆ Whirling Frenzy

### SPIDER-POWERS

- ◆ Jump 1
- ◆ Wallcrawling
- ◆ Webcasting
- ◆ Webslinging

## BIOGRAPHY

**Real Name:** Sleeper

**Height:** Varies, usually around 9" **Weight:** Varies

**Gender:** None (it/its)

**Eyes:** Red

**Hair:** None

**Size:** Varies, usually Small

**Distinguishing Features:** Shape-shifting symbiote with black-and-yellow features, usually takes the form of a cat

**Occupation:** Outsider

**Origin:** Symbiote: Venom

**Teams:** None

**Base:** Mobile

### HISTORY

The symbiote known as Sleeper was spawned from Venom in Alchemax labs. When the Kree warrior Tel-Kar—the Venom symbiote's first host—stole the Venom symbiote from Eddie Brock, Sleeper bonded with Brock to pursue the thief. Eventually, Sleeper bonded with Tel-Kar instead and destroyed the Kree's mind.

Using Tel-Kar as a mindless host, Sleeper traveled the universe until it reached Klyntar. When it realized that Knull was working his way loose, Sleeper returned to Earth to warn Brock. Sleeper tried to bond with Brock's son, Dylan, to protect him, but the boy's innate symbiote powers prevented it.

Instead of finding a new host, Sleeper took the form of a cat and moved in with Eddie and Dylan. For a while, Sleeper bonded with Hank Hensley, a friend of Flash Thompson. Hensley has no memory of serving as a symbiote's host.

After Brock defeated Knull and took his place as the King in Black, Dylan bonded with Venom, and Sleeper, in turn, became Dylan's companion in his fight against Brock's chaotic reign.

### PERSONALITY

Sleeper's feline form suits it perfectly. Like a cat, Sleeper is sneaky, thoughtful and often solitary. The symbiote is fiercely protective of those it cares for and totally indifferent toward everyone else. Stay out of its way, and it will stay out of yours, but get too close, and you might get scratched.



## SP//DR

Art by Jake Wyatt



RANK

3

KARMA

3

HEALTH

90

DAMAGE  
REDUCTION

-1

FOCUS

60

DAMAGE  
REDUCTION

—

SPEED

Run: 6  
Climb: 6  
Swim: 3  
Jump: 6  
Flight: 18

INITIATIVE  
MODIFIER

+2

## ABILITIES

ABILITY  
SCORE

5

MELEE

DEFENSE  
SCORE

14

NON-COMBAT  
CHECKS

+7

4

AGILITY

13

+4

3

RESILIENCE

13

+3

2

VIGILANCE

12

+2

0

EGO

10

+0

1

LOGIC

11

+1

## TRAITS &amp; TAGS

## TRAITS

- ♦ Big
- ♦ Combat Reflexes
- ♦ Extraordinary Origin
- ♦ Quick Learner
- ♦ Tech Reliance
- ♦ Weird

## TAGS

- ♦ Extreme Appearance (in battle suit)
- ♦ Heroic
- ♦ Lab Access
- ♦ **Mentor:** Uncle Ben
- ♦ **Obligation:** School
- ♦ Secret Identity
- ♦ Young

## POWERS

## BASIC

- ♦ Flight 1
- ♦ Mighty 2
- ♦ Sturdy 1

## SPIDER-POWERS

- ♦ Jump 1
- ♦ Spider-Dodge
- ♦ Spider-Strike
- ♦ Venom Blast
- ♦ Wallcrawling
- ♦ Webcasting
- ♦ Webgrabbing
- ♦ Webtrapping

## TELEPATHY

- ♦ Animal Bond (SP//dr's co-pilot "Spider")

## BIOGRAPHY

**Real Name:** Peni Parker**Height:** 4'11", 9' (in battle suit)**Weight:** 105 lbs., 900 lbs. (in battle suit)**Gender:** Female**Eyes:** Brown **Hair:** Black**Size:** Average, Big (in battle suit)**Distinguishing Features:** None**Occupation:** Student**Origin:** High Tech: Battle Suit, Weird Science**Teams:** Spider-Army**Base:** New York City (Earth-14512)**HISTORY**

In the futuristic world of Earth-14512, high-tech criminals run wild, terrorizing millions. To combat the scourge, a government-backed scientist named Richard Parker developed a mechanical suit capable of combating nearly any opponent. To help handle the mental load of piloting the suit, Parker bonded himself to a genetically modified, hyperintelligent, psychic spider.

For a while, Parker and his arachnid partner protected the world under the codename of SP//dr. But when Parker died under mysterious circumstances, responsibility for piloting the SP//dr suit fell to the only other person capable of bonding with its spider pilot: Parker's 9-year-old daughter, Peni.

Under the tutelage of her Uncle Ben, Peni spent the next several years training to pilot her father's suit. By the time she was 14, government authorities considered her experienced enough to begin using the suit on a regular basis.

These days, Peni splits her time between her school duties and protecting New York City in the SP//dr suit. This has made it hard for her to make friends at school, but she's made plenty of compatriots in the multiversal Spider-Army. She's gone on dozens of adventures with the Spider-Verse defenders—almost as many as she's had on her own.

**PERSONALITY**

Peni Parker is a brave, if occasionally shy, teenage girl whose main concerns are having fun and being accepted by her peers. Piloting SP//dr can sometimes be a burden, but her strong sense of justice refuses to let her give up. Her Uncle Ben is her favorite person in the world.

## DAMAGE

MELEE

MARVEL  
dMarvel

x 5

+

5

ABILITY

AGILITY

MARVEL  
dMarvel

x 3

+

4

ABILITY

EGO

MARVEL  
dMarvel

x 3

+

0

ABILITY

LOGIC

MARVEL  
dMarvel

x 3

+

1

ABILITY



# SPEED DEMON

Art by Mark Bagley, Mark Morales & Chris Sotomayor



RANK  
**3**

KARMA  
—

HEALTH  
**60**

DAMAGE  
REDUCTION  
—

FOCUS  
**90**

DAMAGE  
REDUCTION  
—

SPEED  
Run: 18  
Climb: 9  
Swim: 9  
Jump: 9

INITIATIVE  
MODIFIER  
**+3**

## ABILITIES

| ABILITY SCORE          | DEFENSE SCORE | NON-COMBAT CHECKS |
|------------------------|---------------|-------------------|
| <b>2</b><br>MELEE      | <b>16</b>     | <b>+3</b>         |
| <b>6</b><br>AGILITY    | <b>16</b>     | <b>+6</b>         |
| <b>2</b><br>RESILIENCE | <b>12</b>     | <b>+2</b>         |
| <b>3</b><br>VIGILANCE  | <b>13</b>     | <b>+3</b>         |
| <b>0</b><br>EGO        | <b>10</b>     | <b>+0</b>         |
| <b>2</b><br>LOGIC      | <b>12</b>     | <b>+2</b>         |

## TRAITS & TAGS

### TRAITS

- ♦ Combat Reflexes
- ♦ **Connections:** Super Villains
- ♦ Extra Occupation
- ♦ Fearless
- ♦ Free Running
- ♦ Inventor
- ♦ Scientific Expertise
- ♦ Surprising Power (Lightning Actions)
- ♦ Weird

### TAGS

- ♦ Black Market Access
- ♦ Lab Access
- ♦ Public Identity
- ♦ Villainous

## POWERS

### BASIC

- ♦ Evasion
- ♦ Mighty 1

### MARTIAL ARTS

- ♦ Banging Heads
- ♦ Fast Strikes

### SUPER-SPEED

- ♦ Blazing-Fast Fists
- ♦ Blur
- ♦ Catch Bullets
- ♦ Lightning Actions
- ♦ Run on Water
- ♦ Speed Blast
- ♦ Speed Run 2

## BIOGRAPHY

**Real Name:** James Sanders

**Height:** 5'11" **Weight:** 175 lbs. **Gender:** Male

**Eyes:** Brown **Hair:** Blond **Size:** Average

**Distinguishing Features:** None

**Occupation:** Adventurer, Scientist

**Origin:** Weird Science

**Teams:** Lethal Legion, Sinister Six, Squadron Sinister, Thunderbolts

**Base:** Mobile

### HISTORY

James Sanders was once an ordinary chemist, fine in fortune and body but lacking in fulfillment and purpose. So when the Grandmaster approached him, offering a life of thrills and excitement, Sanders didn't hesitate. He worked with the mysterious alien to synthesize a super-speed serum, and he subsequently became a member of the Grandmaster's Squadron Sinister under the codename Whizzer.

Though the squadron was defeated and depowered by the Avengers, Sanders refused to let go of his new life of adventure. He created an improved version of his serum and shed the Whizzer persona, rebranding himself as the nefarious Speed Demon. In this new guise, Sanders embarked on a series of crime sprees, robbing department stores and banks and fighting off their defenders—including, most notably, Spider-Man (Peter Parker).

Sanders' super-speed makes him a very formidable foe, and in the years following his rebranding, he became a regular recruit for a variety of super-villain teams. These days, when he isn't planning heists or acting as a member of Hank Pym's Lethal Legion, he spends most of his time bouncing between prisons, low-level robberies and superhuman fighting tournaments.

### PERSONALITY

Sanders is unstable—not in the violent manner most super villains exhibit, but emotionally. He has little in the way of a social filter, and he often lets his emotions get the better of his judgment, to the detriment and disapproval of his teammates. Sanders isn't particularly evil—he doesn't enjoy killing—but he has found the super-villain life suits him nicely and has no intentions of giving it up anytime soon.



## SPIDER-BOY

Art of Mark Bagley &amp; Richard Isanove



RANK

2

KARMA

2

HEALTH

60

DAMAGE  
REDUCTION

—

FOCUS

60

DAMAGE  
REDUCTION

—

SPEED

Run: 4

Climb: 4

Swim: 2

Jump: 4

INITIATIVE  
MODIFIER

+2

## ABILITIES

ABILITY  
SCORE

2

MELEE

DEFENSE  
SCORE

15

NON-COMBAT  
CHECKS

+2

4

AGILITY

15

+4

2

RESILIENCE

12

+2

2

VIGILANCE

12

+2

0

EGO

10

+0

0

LOGIC

10

+0

## TRAITS &amp; TAGS

## TRAITS

- ♦ Combat Reflexes
- ♦ Quick Learner
- ♦ Small
- ♦ Weird

## TAGS

- ♦ Extreme Appearance (when angry)
- ♦ Heroic
- ♦ **Mentor:** Spider-Man (Peter Parker)
- ♦ **Obligation:** School
- ♦ Secret Identity
- ♦ Young

## DAMAGE

MELEE

MARVEL

x 2

+

2

MULTIPLIER

ABILITY

AGILITY

MARVEL

x 2

+

4

MULTIPLIER

ABILITY

EGO

MARVEL

x 2

+

0

MULTIPLIER

ABILITY

LOGIC

MARVEL

x 2

+

0

MULTIPLIER

ABILITY

## BIOGRAPHY

**Real Name:** Bailey Briggs**Height:** 4'1"**Weight:** 64 lbs.**Gender:** Male**Eyes:** Blue**Hair:** Red**Size:** Small**Distinguishing Features:** Retractable fangs and spider eyes**Occupation:** Student**Origin:** Weird Science**Teams:** Spider-Army, Spider-Society**Base:** New York City

## HISTORY

A few years ago, Bailey Briggs, his mother, Tabitha, and numerous other people were kidnapped by the mad scientist Madame Monstrosity. The victims of these kidnappings had their DNA spliced with various animals, turning them into hybrid creatures called Humanimals.

Most of the Humanimals lost a portion of their humanity in the process, but Bailey somehow kept his mind completely intact and gained a slew of Spider-Powers to boot. He escaped Madame Monstrosity and fell into the custody of Spider-Man (Peter Parker), who made the boy his sidekick.

Sometime later, Spider-Boy was erased from the interdimensional Web of Life and Destiny that connects the entire Spider-Verse. All evidence of his existence, including everyone's memories of him, was wiped away. When the Web of Life and Destiny was eventually restored, Spider-Boy came back, but still no one remembered him. Spider-Boy spent most of his time since his return trying to reconnect with his mentor and idol, Spider-Man. Sadly, Parker's complete amnesia regarding the boy has made this an arduous process.

During that time, Bailey stayed at the F.E.A.S.T. homeless shelter, under the supervision of Parker's Aunt May. One of the older girls at the shelter, Christina Xu, is his closest confidante and his only real non-super-powered friend.

But that all changed after Spider-Boy pushed the Spider-Society to help him. With Spider-Man's help, Spider-Boy was restored, and three years of memories of his existence was restored to the world. Bailey was reunited with his mother and has started back in school.

## PERSONALITY

Bailey Briggs is a sweet but deeply insecure kid. The experiment that gave him his powers also gave him fangs and six spiderlike eyes. He's learned to suppress these features, but in moments of anger or excitement, they can reassert themselves. When they do, he feels—not entirely inaccurately—that people perceive him as a monster.

## POWERS

## BASIC

- ♦ Evasion

MELEE WEAPONS  
(SHARP)

- ♦ Hit & Run

## SIXTH SENSE

- ♦ Intuition
- ♦ Precognition 1 (limited to held items)

## SPIDER-POWERS

- ♦ Jump 1
- ♦ Spider-Dodge
- ♦ Wallcrawling

## TELEPATHY

- ♦ Animal Communication (arachnids)



# SPIDERCIDE

Art by David Baldeón & Israel Silva



RANK  
**4**

KARMA  
—

HEALTH  
**90**

DAMAGE  
REDUCTION  
**-2**

FOCUS  
**90**

DAMAGE  
REDUCTION  
—

SPEED  
Run: 7  
Climb: 7  
Swim: 4  
Jump: 7  
Swingline: 21

INITIATIVE  
MODIFIER  
**+3E**

## ABILITIES

| ABILITY<br>SCORE       | DEFENSE<br>SCORE | NON-COMBAT<br>CHECKS |
|------------------------|------------------|----------------------|
| <b>5</b><br>MELEE      | <b>17</b>        | <b>+7</b>            |
| <b>6</b><br>AGILITY    | <b>17</b>        | <b>+6</b>            |
| <b>3</b><br>RESILIENCE | <b>13</b>        | <b>+3</b>            |
| <b>3</b><br>VIGILANCE  | <b>13</b>        | <b>+3</b>            |
| <b>0</b><br>EGO        | <b>10</b>        | <b>+0</b>            |
| <b>3</b><br>LOGIC      | <b>13</b>        | <b>+3</b>            |

## DAMAGE

|         | MULTIPLIER | ABILITY  |
|---------|------------|----------|
| MELEE   | <b>6</b>   | <b>5</b> |
| AGILITY | <b>4</b>   | <b>6</b> |
| EGO     | <b>4</b>   | <b>0</b> |
| LOGIC   | <b>4</b>   | <b>3</b> |

## TRAITS & TAGS

### TRAITS

- ♦ Big
- ♦ Bloodthirsty
- ♦ Combat Reflexes
- ♦ **Connections:** Super Villains
- ♦ Fearless
- ♦ Sneaky
- ♦ Weird

### TAGS

- ♦ Black Market Access
- ♦ Clone
- ♦ Secret Identity
- ♦ Villainous

## POWERS

### BASIC

- ♦ Disguise
- ♦ Evasion
- ♦ Mighty 2
- ♦ Shape-Shift

### PLASTICITY

- ♦ Extended Reach 1
- ♦ Flexible Bones 2
- ♦ Slip Free

### SPIDER-POWERS

- ♦ Jump 1
- ♦ Spider-Dodge
- ♦ Spider-Sense
- ♦ Spider-Strike
- ♦ Wallcrawling
- ♦ Webcasting
- ♦ Webgrabbing
- ♦ Webslinging
- ♦ Webtrapping

## BIOGRAPHY

**Real Name:** None

**Height:** Varies **Weight:** Varies **Gender:** Male

**Eyes:** Hazel **Hair:** Brown

**Size:** Varies, usually Big

**Distinguishing Features:** Shape-shifting clone of Peter Parker

**Occupation:** Adventurer

**Origin:** Weird Science

**Teams:** None

**Base:** New York City

### HISTORY

A clone created by the Jackal (Miles Warren), Spidercide originally believed himself to be the real Peter Parker. Possessing all of Spider-Man's abilities, Spidercide had also been given the power to control his physical form at the molecular level. Warren programmed him to kill Parker and his friends when the proper trigger occurred.

Spidercide could shift his mass, density and shape at will, making him a deadly match for Spider-Man. At the time, the Jackal considered Spidercide to be his ultimate achievement. However, Spidercide eventually got sick of taking the Jackal's orders, and the pair turned on each other.

Spidercide still hates Parker and his other clones, but he might despise the Jackal more. Recently, the Jackal captured Spidercide and forced him to help torment Parker with spine-tingling illusions. Not one to be forced into anything, Spidercide helped Parker escape the Jackal's trap and send the villain back to prison.

### PERSONALITY

Spidercide is a cold-blooded killer. He and the Jackal killed hundreds of people together, and after they separated, Spidercide continued to occasionally kill innocent civilians. That said, he is not a completely unreasonable psychopath. He speaks with precise diction and is clear about what he wants at all times. It just so happens that the thing he wants most is to bathe in Spider-Man's blood.



## SPIDER-GIRL

Art by Ron Frenz

RANK  
**4**KARMA  
**4**HEALTH  
**90**DAMAGE  
REDUCTION  
**—**FOCUS  
**120**DAMAGE  
REDUCTION  
**—**SPEED  
Run: 6  
Climb: 6  
Glide: 12  
Swim: 3  
Jump: 6  
Swingline: 18INITIATIVE  
MODIFIER  
**+4E**

## ABILITIES

| ABILITY<br>SCORE       | DEFENSE<br>SCORE | NON-COMBAT<br>CHECKS |
|------------------------|------------------|----------------------|
| <b>5</b><br>MELEE      | <b>19</b>        | <b>+6</b>            |
| <b>7</b><br>AGILITY    | <b>19</b>        | <b>+7</b>            |
| <b>3</b><br>RESILIENCE | <b>13</b>        | <b>+3</b>            |
| <b>4</b><br>VIGILANCE  | <b>14</b>        | <b>+4</b>            |
| <b>3</b><br>EGO        | <b>13</b>        | <b>+3</b>            |
| <b>1</b><br>LOGIC      | <b>11</b>        | <b>+1</b>            |

## TRAITS &amp; TAGS

## TRAITS

- ♦ Combat Reflexes
- ♦ Free Running
- ♦ Fresh Eyes
- ♦ Quick Learner
- ♦ Situational Awareness
- ♦ Weird

## TAGS

- ♦ Heroic
- ♦ **Mentor:** Darkdevil
- ♦ **Mentor:** Spider-Man (Peter Parker)
- ♦ **Obligation:** School
- ♦ Secret Identity
- ♦ Young

## BIOGRAPHY

**Real Name:** May "Mayday" Parker**Height:** 5'7" **Weight:** 119 lbs. **Gender:** Female**Eyes:** Blue **Hair:** Brown **Size:** Average**Distinguishing Features:** None**Occupation:** Student**Origin:** Weird Science**Teams:** Avengers, S.H.I.E.L.D., Spider-Society**Base:** New York City (Earth-982)

## HISTORY

In Earth-982, Spider-Man (Peter Parker) lost his leg in a fight that also claimed the life of the Green Goblin (Harry Osborn). Unable—and, more importantly, unwilling—to continue as a crimefighter, Parker settled down with Mary Jane Watson and had a daughter, May.

May was a rambunctious kid, creating trouble often enough that her parents nicknamed her "Mayday," but compared to what came later, the first stages of her life were relatively uneventful. At right around the age that Peter first got his powers, Mayday began manifesting a similar set of abilities.

Having had the importance of responsibility drilled into her head by her parents all her life, Mayday knew she had to put her powers to good use. First in secret—then later with tentative parental approval—she adopted her father's iconography and set out to protect New York City as the amazing Spider-Girl.

Although she's been doing the job for only a few years, Mayday has already made a major splash not only in her home universe but throughout the entire Spider-Verse. A determined go-getter, she juggles her duties as a local hero with her duties as a member of the Spider-Society and with her job as a babysitter for her little brother, Benjy, who is just beginning to come into powers of his own.

## PERSONALITY

Although she's not above the occasional bout of righteous anger, Mayday Parker is a more hopeful person than her father. Unlike many of the heroes around her, she genuinely believes in the power of reform and restorative justice. She would rather turn her enemies into friends than beat them up, though she recognizes that the latter is often unavoidable.

## DAMAGE

|         |                                    |                                 |
|---------|------------------------------------|---------------------------------|
| MELEE   | <b>5</b> <small>MULTIPLIER</small> | <b>5</b> <small>ABILITY</small> |
| AGILITY | <b>4</b> <small>MULTIPLIER</small> | <b>7</b> <small>ABILITY</small> |
| EGO     | <b>4</b> <small>MULTIPLIER</small> | <b>3</b> <small>ABILITY</small> |
| LOGIC   | <b>4</b> <small>MULTIPLIER</small> | <b>1</b> <small>ABILITY</small> |

## POWERS

## BASIC

- ♦ Combat Trickery
- ♦ Evasion
- ♦ Mighty 1
- ♦ Wisecracker

## SPIDER-POWERS

- ♦ Jump 1
- ♦ Repulse
- ♦ Spider-Dodge
- ♦ Spider-Sense
- ♦ Spider-Strike
- ♦ Stick Around
- ♦ Wallcrawling
- ♦ Webcasting
- ♦ Webgliding
- ♦ Webgrabbing
- ♦ Webslinging
- ♦ Webtrapping



# SPIDER-HAM

Art by Arthur Adams & Edgar Delgado



RANK  
**4**

KARMA  
**4**

HEALTH  
**180**

DAMAGE  
REDUCTION  
**-2**

FOCUS  
**90**

DAMAGE  
REDUCTION  
**—**

SPEED  
Run: 5  
Climb: 5  
Swim: 3  
Jump: 5  
Swingline: 15

INITIATIVE  
MODIFIER  
**+3E**

## ABILITIES

| ABILITY<br>SCORE       | DEFENSE<br>SCORE | NON-COMBAT<br>CHECKS |
|------------------------|------------------|----------------------|
| <b>4</b><br>MELEE      | <b>20</b>        | <b>+5</b>            |
| <b>7</b><br>AGILITY    | <b>20</b>        | <b>+7</b>            |
| <b>6</b><br>RESILIENCE | <b>16</b>        | <b>+6</b>            |
| <b>3</b><br>VIGILANCE  | <b>13</b>        | <b>+3</b>            |
| <b>0</b><br>EGO        | <b>10</b>        | <b>+0</b>            |
| <b>0</b><br>LOGIC      | <b>10</b>        | <b>+0</b>            |

## DAMAGE

| ABILITY | MULTIPLIER | ABILITY  |
|---------|------------|----------|
| MELEE   | <b>5</b>   | <b>4</b> |
| AGILITY | <b>4</b>   | <b>7</b> |
| EGO     | <b>4</b>   | <b>0</b> |
| LOGIC   | <b>4</b>   | <b>0</b> |

## TRAITS & TAGS

### TRAITS

- ◆ Abrasive
- ◆ Audience
- ◆ Combat Reflexes
- ◆ **Connections:** Sources
- ◆ Free Running
- ◆ Pundit
- ◆ Small
- ◆ Weird

### TAGS

- ◆ Heroic
- ◆ **Obligation:** May Porker
- ◆ Poor
- ◆ Secret Identity

## POWERS

### BASIC

- ◆ Combat Trickery
- ◆ Evasion
- ◆ Mighty 1
- ◆ Wisecracker

### PLASTICITY

- ◆ Bounce Back
- ◆ Extended Reach 1
- ◆ Flexible Bones 2
- ◆ Rubberneck
- ◆ Slip Free

### SPIDER-POWERS

- ◆ Jump 1
- ◆ Spider-Dodge
- ◆ Spider-Sense
- ◆ Wallcrawling
- ◆ Webcasting
- ◆ Webgrabbing
- ◆ Webslinging
- ◆ Webtrapping

## BIOGRAPHY

**Real Name:** Peter Porker

**Height:** 3'8" **Weight:** 95 lbs. **Gender:** Male

**Eyes:** Black **Hair:** Brown **Size:** Small

**Distinguishing Features:** Anthropomorphic pig

**Occupation:** Journalist

**Origin:** Weird Science

**Teams:** Spider-Society

**Base:** New York City (Earth-8311)

### HISTORY

One day, in the strange anthropomorphic animal dimension of Earth-8311, mad scientist May Porker gave herself a critical dose of radiation while trying to create a nuclear-powered hair dryer. Stumbling around in an irradiated stupor, she discovered a down-on-his-luck spider named Peter, who had been secretly squatting in her basement. Mistaking him for some sort of snack, May bit Peter, transforming him into a pig with the proportional speed and strength of a spider.

The event gave May severe memory damage, and in the aftermath, she believed that Peter had always been her nephew. Too worried for her health to shock her with the truth, Peter allowed May to adopt him and began living in her house full-time.

Out of love for his adoptive aunt, Peter decided to use his newfound powers for the greater good of all animalkind. Under the codename Spider-Ham, he defends his world—and others—from villainous anthropomorphic threats like Ducktor Doom and the Green Gobbler.

### PERSONALITY

Peter Porker makes a lot of jokes, to the point that many people, even in his own universe, consider him to be nothing more than a joke, and an obnoxious one at that. But he suffers just as much as any other Spider-Person, if not more so.

Porker's friends and colleagues in the Spider-Society are the only people with real sympathy for him, and even they consider his existence strange. To them, his odd homeworld where no one can ever die or even really change sounds like some kind of cosmic gag.



## SPIDER-MAN (EARTH-1610)

Art by Mark Bagley



RANK

3

KARMA

3

HEALTH

60

DAMAGE  
REDUCTION

—

FOCUS

60

DAMAGE  
REDUCTION

—

SPEED

Run: 6  
Climb: 6  
Swim: 3  
Jump: 6  
Swingline: 18

INITIATIVE  
MODIFIER

+2E

## ABILITIES

ABILITY  
SCORE

3

MELEE

DEFENSE  
SCORE

17

NON-COMBAT  
CHECKS

+4

5

AGILITY

17

+5

2

RESILIENCE

12

+2

2

VIGILANCE

12

+2

0

EGO

10

+0

3

LOGIC

13

+4

## TRAITS &amp; TAGS

## TRAITS

- ♦ Combat Reflexes
- ♦ **Connections:** Super Heroes
- ♦ Fearless
- ♦ Free Running
- ♦ Quick Learner
- ♦ Weird

## TAGS

- ♦ Black Market Access
- ♦ Heroic
- ♦ Poor
- ♦ Public Identity

## POWERS

## BASIC

- ♦ Brilliance 1
- ♦ Combat Trickery
- ♦ Evasion
- ♦ Mighty 1
- ♦ Wisecracker

## SPIDER-POWERS

- ♦ Jump 1
- ♦ Spider-Dodge
- ♦ Spider-Sense
- ♦ Spider-Strike
- ♦ Wallcrawling
- ♦ Webcasting
- ♦ Webgrabbing
- ♦ Webslinging
- ♦ Webtrapping

## BIOGRAPHY

**Real Name:** Peter Parker**Height:** 5'5" **Weight:** 140 lbs. **Gender:** Male**Eyes:** Brown **Hair:** Brown **Size:** Average**Distinguishing Features:** None**Occupation:** Adventurer**Origin:** Weird Science**Teams:** Spider-Society, Ultimates**Base:** New York City (Earth-1610)

## HISTORY

While the history of Earth-1610's Peter Parker broadly resembles that of Earth-616's Parker in his teenage years, the devil lies in the details. Rather than being bitten by a radioactive spider, Earth-1610's Parker was bitten by an Oscorp spider that had previously been a test subject for Norman Osborn's Oz formula. Parker later lost his Uncle Ben—in much the same way as his Earth-616 counterpart—but in this world, his girlfriend Mary Jane Watson was already there to help comfort him through the loss.

As Spider-Man, Parker protected his friendly neighborhood from dozens of deadly threats, including, frequently, Osborn himself. A little over a year after their adventures began, Parker and Osborn had one final battle, a fight that killed them both. In the wall-crawler's absence, another young hero named Miles Morales took up the title—and the responsibilities—of Spider-Man.

Sometime later, the Oz formula flowing in Parker and Osborn's veins brought them both back to life. Morales was moved to Earth-616, and life in Earth-1610 mostly returned to the status quo. Now an adult, Parker spends most of his time helping the Ultimates protect New York City from monsters like Venom and the Green Goblin.

## PERSONALITY

During his first year of adventuring, Parker was all but constantly underslept, overworked and stressed out of his teenage mind. Now that he's had a few years to settle into his webs, he's leveled out a bit, but his life as Spider-Man is still a major strain on his personal health and his social relationships.

## DAMAGE

MELEE

MARVEL

x 4

+

3

ABILITY

AGILITY

MARVEL

x 3

+

5

ABILITY

EGO

MARVEL

x 3

+

0

ABILITY

LOGIC

MARVEL

x 4

+

3

ABILITY



# SPIDER-MAN (EARTH-6160)

Art by Marco Checchetto & Matthew Wilson



RANK  
**3**

KARMA  
**3**

HEALTH  
**90**

DAMAGE  
REDUCTION  
**-1**

FOCUS  
**120**

DAMAGE  
REDUCTION  
**—**

SPEED  
Run: 5  
Climb: 5  
Swim: 3  
Jump: 5  
Swingline: 15

INITIATIVE  
MODIFIER  
**+4E**

## ABILITIES

| ABILITY<br>SCORE       | DEFENSE<br>SCORE | NON-COMBAT<br>CHECKS |
|------------------------|------------------|----------------------|
| <b>2</b><br>MELEE      | <b>15</b>        | <b>+3</b>            |
| <b>3</b><br>AGILITY    | <b>15</b>        | <b>+3</b>            |
| <b>3</b><br>RESILIENCE | <b>13</b>        | <b>+3</b>            |
| <b>4</b><br>VIGILANCE  | <b>14</b>        | <b>+4</b>            |
| <b>2</b><br>EGO        | <b>12</b>        | <b>+2</b>            |
| <b>1</b><br>LOGIC      | <b>11</b>        | <b>+1</b>            |

## TRAITS & TAGS

### TRAITS

- ♦ Audience
- ♦ **Connections:** Sources
- ♦ Determination
- ♦ Extraordinary Origin
- ♦ Fearless
- ♦ Pundit
- ♦ Tech Reliance
- ♦ Weird

### TAGS

- ♦ **Dependents:** Richard and May Parker
- ♦ Heroic
- ♦ Secret Identity
- ♦ Health

## POWERS

### BASIC

- ♦ Disguise
- ♦ Evasion
- ♦ Mighty 1
- ♦ Sturdy 1

### ILLUSION

- ♦ Invisibility

### SPIDER-POWERS

- ♦ Jump 1
- ♦ Spider-Dodge
- ♦ Spider-Sense
- ♦ Spider-Strike
- ♦ Wallcrawling
- ♦ Webcasting
- ♦ Webgrabbing
- ♦ Webslinging

## BIOGRAPHY

**Real Name:** Peter Parker

**Height:** 5'10" **Weight:** 178 lbs. **Gender:** Male

**Eyes:** Hazel **Hair:** Brown **Size:** Average

**Distinguishing Features:** None

**Occupation:** Journalist

**Origin:** High Tech: Battle Suit, Weird Science

**Teams:** None

**Base:** New York City (Earth-6160)

### HISTORY

Determined to create a world without heroes, the megalomaniacal Maker (Reed Richards) of Earth-1610 went to Earth-6160, a universe much like that of Earth-616 but decades in the past. The first thing he did after arriving on the planet was go to a certain laboratory and prevent a certain radioactive spider from biting a certain teenager.

So, Peter Parker never became Spider-Man and, by extension, his uncle Ben Parker never died. Instead, Peter got to live the quiet, domestic life that his counterpart in Earth-616 has always dreamed of. He got to marry Mary Jane Watson and have two kids: Richard and May. He got to become a successful journalist at the *Daily Bugle*, studying the craft under the trifecta of J. Jonah Jameson, Robbie Robertson and Ben Parker.

But the Maker's reign couldn't last forever, and eventually, a resistance movement formed to oppose him. As part of this movement, Iron Lad (Tony Stark) sent Peter Parker a package containing three things: a video message explaining the situation, a radioactive spider and an experimental picotech battle suit.

After careful consideration, Parker put the suit on and let the spider bite him. Initially in secret and then later, with family approval, he took to the streets as Spider-Man.

In the months since, he's been working with his partner, the Green Goblin (Harry Osborn), to take down New York's secret ruler: the Kingpin.

### PERSONALITY

This version of Spider-Man may be older than his Earth-616 counterpart, but he's still a rookie hero, just beginning to come to grips with his new powers. Parker started out a fairly laid-back family man, but that may change as he learns just how dangerous life as Spider-Man can be.



## SPIDER-MAN (MILES MORALES)

Art by Neeraj Menon



RANK

4

KARMA

4

HEALTH

90

DAMAGE  
REDUCTION

—

FOCUS

120

DAMAGE  
REDUCTION

—

SPEED

Run: 6  
Climb: 6  
Swim: 3  
Jump: 6  
Swingline: 18

INITIATIVE  
MODIFIER

+4E

## ABILITIES

ABILITY  
SCOREDEFENSE  
SCORENON-COMBAT  
CHECKS

4

MELEE

19

+5

7

AGILITY

19

+7

3

RESILIENCE

13

+3

4

VIGILANCE

14

+4

2

EGO

12

+2

1

LOGIC

11

+1

## TRAITS &amp; TAGS

## TRAITS

- ♦ Combat Reflexes
- ♦ Determination
- ♦ Free Running
- ♦ Honest
- ♦ Quick Learner
- ♦ Weird

## TAGS

- ♦ Heroic
- ♦ **Mentor:** Spider-Man (Peter Parker)
- ♦ **Obligation:** School
- ♦ Secret Identity
- ♦ Young

## POWERS

## BASIC

- ♦ Evasion
- ♦ Inspiration
- ♦ Mighty 1

## ILLUSION

- ♦ Invisibility

## SPIDER-POWERS

- ♦ Jump 1
- ♦ Spider-Dodge
- ♦ Spider-Sense
- ♦ Spider-Strike
- ♦ Venom Bash
- ♦ Venom Blast
- ♦ Venom Burst
- ♦ Venom Sword
- ♦ Wallcrawling
- ♦ Webcasting
- ♦ Webgrabbing
- ♦ Webslinging
- ♦ Webtrapping

## BIOGRAPHY

**Real Name:** Miles Morales**Height:** 5'8" **Weight:** 160 lbs. **Gender:** Male**Eyes:** Brown **Hair:** Black **Size:** Average**Distinguishing Features:** None**Occupation:** Student**Origin:** Weird Science**Teams:** Champions, Spider-Society**Base:** Brooklyn, New York City**HISTORY**

Born in an alternate universe (Earth-1610), high school student Miles Morales was bitten by a genetically modified spider that granted him amazing spiderlike abilities. After witnessing the death of his universe's Spider-Man (Peter Parker), Morales decided to take on the hero's mantle and become the new Spider-Man.

After Morales' universe was destroyed and remade, he escaped to the main Marvel Universe (Earth-616), where the Molecule Man reintegrated the teen's past life and family into his new home, even restoring some people to life. Today, Morales attends the Brooklyn Visions Academy and adventures alongside the original Spider-Man and the Spider-Society, while also establishing himself as a hero all his own.

Morales' family is aware of his vigilante activities and do their best to support him in his heroic efforts. That includes taking in his genetic clone, Shift, who intermittently acts as Morales' adventuring partner.

**PERSONALITY**

Morales is an excellent student and a loyal friend. He is dedicated to making the most of his second chance at life in Earth-616 with his family. He looks up to Peter Parker as a mentor, but at the same time, he is determined to carve out his own path and become his own kind of hero. Though he's not exactly a social butterfly, Morales has a number of close friends, including his old pal Ganke Lee, his girlfriend Starling (Tiana Toomes) and former Champions teammate Ms. Marvel (Kamala Khan).

## DAMAGE

|         |                                                                                         |   |         |
|---------|-----------------------------------------------------------------------------------------|---|---------|
| MELEE   |  x 5 | + | 4       |
|         | MULTIPLIER                                                                              |   | ABILITY |
| AGILITY |  x 4 | + | 7       |
|         | MULTIPLIER                                                                              |   | ABILITY |
| EGO     |  x 4 | + | 2       |
|         | MULTIPLIER                                                                              |   | ABILITY |
| LOGIC   |  x 4 | + | 1       |
|         | MULTIPLIER                                                                              |   | ABILITY |



# SPIDER-MAN (MILES MORALES) (EARTH-1048)

Art by Todd Nauck & Rachelle Rosenberg



RANK  
**4**

KARMA  
**4**

HEALTH  
**90**

DAMAGE  
REDUCTION  
**—**

FOCUS  
**90**

DAMAGE  
REDUCTION  
**—**

SPEED  
Run/Climb: 6  
Swim: 3  
Jump: 6  
Glide: 12  
Swingline: 18

INITIATIVE  
MODIFIER  
**+3E**

## ABILITIES

| ABILITY<br>SCORE       | DEFENSE<br>SCORE | NON-COMBAT<br>CHECKS |
|------------------------|------------------|----------------------|
| <b>5</b><br>MELEE      | <b>18</b>        | <b>+6</b>            |
| <b>6</b><br>AGILITY    | <b>18</b>        | <b>+6</b>            |
| <b>3</b><br>RESILIENCE | <b>13</b>        | <b>+3</b>            |
| <b>3</b><br>VIGILANCE  | <b>13</b>        | <b>+3</b>            |
| <b>3</b><br>EGO        | <b>13</b>        | <b>+3</b>            |
| <b>2</b><br>LOGIC      | <b>12</b>        | <b>+2</b>            |

## DAMAGE

| ABILITY | MULTIPLIER | ABILITY  |
|---------|------------|----------|
| MELEE   | <b>5</b>   | <b>5</b> |
| AGILITY | <b>4</b>   | <b>6</b> |
| EGO     | <b>4</b>   | <b>3</b> |
| LOGIC   | <b>4</b>   | <b>2</b> |

## TRAITS & TAGS

### TRAITS

- ♦ Combat Reflexes
- ♦ Free Running
- ♦ Glibness
- ♦ Iron Will
- ♦ Quick Learner
- ♦ Weird

### TAGS

- ♦ Heroic
- ♦ **Mentor:** Peter Parker
- ♦ **Obligation:** School
- ♦ Secret Identity
- ♦ Streetwise
- ♦ Young

## POWERS

### BASIC

- ♦ Combat Trickery
- ♦ Evasion
- ♦ Mighty 1
- ♦ Wisecracker

### ILLUSION

- ♦ Invisibility

### SPIDER-POWERS

- ♦ Jump 1
- ♦ Spider-Dodge
- ♦ Spider-Sense
- ♦ Spider-Strike
- ♦ Venom Bash
- ♦ Venom Blast
- ♦ Wallcrawling
- ♦ Webcasting
- ♦ Webgliding
- ♦ Webslinging
- ♦ Webtrapping

## BIOGRAPHY

**Real Name:** Miles Morales

**Height:** 5'10" **Weight:** 140 lbs. **Gender:** Male

**Eyes:** Brown **Hair:** Black **Size:** Average

**Distinguishing Features:** None

**Occupation:** Student

**Origin:** Weird Science

**Teams:** The Underground

**Base:** New York City (Earth-1048)

### HISTORY

Earth-1048's version of Miles Morales grew up idolizing Spider-Man (Peter Parker), not knowing that the man behind the mask was another volunteer at the same F.E.A.S.T. shelter where he worked.

After Morales' father was killed in a terrorist attack orchestrated by the head of F.E.A.S.T., Spider-Man reached out in both his civilian and his hero personas to comfort the young man.

Unbeknownst to either of them, an experimental genetically modified spider similar to the one that gave Parker his powers escaped from Oscorp and hid away in a F.E.A.S.T. box. While Morales was moving supplies, the spider leaped out and bit him, granting him powers even greater than Parker's own. From that day forward, both Parker and Morales have protected New York City, each under the codename of Spider-Man.

Although Morales is still in the early stages of his super-hero career, he's already caught up to Parker in terms of ability and experience, to the point where Parker has been able to take extended absences from his regular Spider-Man duties. Morales has already saved the city on his own once, from a major reactor meltdown inadvertently caused by his friend the Tinkerer (Phin Mason).

### PERSONALITY

Much like his counterpart Spider-Man (Peter Parker) in Earth-616, Morales is a friendly, fun-loving kid who is always willing to help others. When he's not being Spider-Man, he spends his days hanging out with his best friend, Ganke Lee, and his girlfriend, Hailey Cooper.



# SPIDER-MAN (PETER PARKER) (EARLY DAYS)

Art by Steve Ditko



RANK

2

KARMA

2

HEALTH

30

DAMAGE  
REDUCTION

—

FOCUS

60

DAMAGE  
REDUCTION

—

SPEED

Run: 5  
Climb: 5  
Swim: 3  
Jump: 5  
Swingline: 15

INITIATIVE  
MODIFIER

+2E

## ABILITIES

ABILITY  
SCORE

2

MELEE

DEFENSE  
SCORE

12

NON-COMBAT  
CHECKS

+3

3

AGILITY

15

+3

1

RESILIENCE

11

+1

2

VIGILANCE

12

+2

0

EGO

10

+0

2

LOGIC

12

+3

## TRAITS & TAGS

### TRAITS

- ♦ Free Running
- ♦ Inventor
- ♦ Quick Learner
- ♦ Weird

### TAGS

- ♦ Heroic
- ♦ **Mentor:** Aunt May
- ♦ **Obligation:** School
- ♦ Poor
- ♦ Secret Identity
- ♦ Young

## POWERS

### BASIC

- ♦ Brilliance 1
- ♦ Mighty 1

### SPIDER-POWERS

- ♦ Jump 1
- ♦ Spider-Dodge
- ♦ Spider-Sense
- ♦ Wallcrawling
- ♦ Webcasting
- ♦ Webgrabbing
- ♦ Webslinging

## BIOGRAPHY

**Real Name:** Peter Parker

**Height:** 5'9"

**Weight:** 145 lbs.

**Gender:** Male

**Eyes:** Hazel

**Hair:** Brown

**Size:** Average

**Distinguishing Features:** None

**Occupation:** Student

**Origin:** Weird Science

**Teams:** None

**Base:** New York City

### HISTORY

Bitten by a radioactive spider when he was in high school, Peter Parker gained a suite of spider-related powers. He exploited them for profit until he let a robber get away who later shot and killed his Uncle Ben in a botched burglary, driving home the lesson "with great power there must also come great responsibility."

Though Parker would have a lot of crazy, universe-spanning adventures in his later years, this profile represents him in his earliest days, before he had significant experience or combat training, back when he was still struggling to establish himself. He has the support of a few people, most notably his Aunt May, but for the most part, he's a social outcast and a bullied, nerdy kid. He is only just beginning to meet the villains who will define the rest of his life, and though he has great potential, for the time being, he is barely capable of handling more than a few basic foes.

### PERSONALITY

Parker is a genius who often lets his sense of responsibility get in the way of taking care of the basics of his life. No one knows his secret identity, and those closest to him, including his teachers, don't take his excuses for showing up late to everything very kindly.

Though he has a sharp wit and a penchant for wisecracking, Parker is still an awkward teenager. Endless problems plague his personal life, but it's rare that he lets feeling sorry for himself stop him from helping others, especially when he's in costume swinging through his friendly neighborhood.

## DAMAGE

MELEE

MARVEL x 3  
dMarvel MULTIPLIER

+

2

ABILITY

AGILITY

MARVEL x 2  
dMarvel MULTIPLIER

+

3

ABILITY

EGO

MARVEL x 2  
dMarvel MULTIPLIER

+

0

ABILITY

LOGIC

MARVEL x 3  
dMarvel MULTIPLIER

+

2

ABILITY



# SPIDER-MAN (PETER PARKER) (EARTH-1048)

Art by Adi Granov



RANK  
**4**

KARMA  
**4**

HEALTH  
**90**

DAMAGE  
REDUCTION  
**—**

FOCUS  
**90**

DAMAGE  
REDUCTION  
**—**

SPEED  
Run/Climb: 6  
Swim: 3  
Jump: 6  
Glide: 12  
Swingline: 18

INITIATIVE  
MODIFIER  
**+3E**

## ABILITIES

| ABILITY<br>SCORE       | DEFENSE<br>SCORE | NON-COMBAT<br>CHECKS |
|------------------------|------------------|----------------------|
| <b>4</b><br>MELEE      | <b>19</b>        | <b>+5</b>            |
| <b>7</b><br>AGILITY    | <b>19</b>        | <b>+7</b>            |
| <b>3</b><br>RESILIENCE | <b>13</b>        | <b>+3</b>            |
| <b>3</b><br>VIGILANCE  | <b>13</b>        | <b>+3</b>            |
| <b>0</b><br>EGO        | <b>14</b>        | <b>+0</b>            |
| <b>4</b><br>LOGIC      | <b>14</b>        | <b>+5</b>            |

## TRAITS & TAGS

### TRAITS

- ♦ Combat Reflexes
- ♦ **Connections:** Super Heroes
- ♦ Extra Occupation
- ♦ Fearless
- ♦ Free Running
- ♦ Inventor
- ♦ Scientific Expertise
- ♦ Tech Reliance
- ♦ Weird

### TAGS

- ♦ Black Market Access
- ♦ Heroic
- ♦ Lab Access
- ♦ Poor
- ♦ Secret Identity

## POWERS

### BASIC

- ♦ Additional Limbs (Spider-Arms)
- ♦ Brilliance 1
- ♦ Combat Trickery
- ♦ Evasion
- ♦ Inspiration
- ♦ Integrity
- ♦ Mighty 1
- ♦ Wisecracker

### SPIDER-POWERS

- ♦ Jump 1
- ♦ Spider-Dodge
- ♦ Spider-Sense
- ♦ Spider-Strike
- ♦ Wallcrawling
- ♦ Webcasting
- ♦ Webgliding
- ♦ Webgrabbing
- ♦ Webslinging
- ♦ Webtrapping

## BIOGRAPHY

**Real Name:** Peter Parker

**Height:** 5'10" **Weight:** 167 lbs. **Gender:** Male

**Eyes:** Hazel **Hair:** Brown **Size:** Average

**Distinguishing Features:** None

**Occupation:** Adventurer, Scientist

**Origin:** Weird Science

**Teams:** Spider-Army, Spider-Society

**Base:** New York City (Earth-1048)

### HISTORY

While Earth-1048's Spider-Man has virtually the same origin story as Earth-616's Spider-Man, their later histories differ significantly. In Earth-1048, Peter Parker got all the way through college without encountering many of his biggest foes. Although he has fought some villains like the Lizard and the Shocker, he has only recently begun to run into his heaviest hitters.

Many of this Parker's contemporary problems can be traced back to a single source: Norman Osborn. Norman's son, Harry (who is Parker's best friend), suffers from a rare degenerative nerve disease—a disease Norman is determined to cure, regardless of scientific ethics.

In his rush to develop a medical treatment, Norman inadvertently created a bioweapon, which was stolen by the terrorist Mister Negative and used to kill people, including Parker's Aunt May. After that, Norman asked Otto Octavius to develop a prosthetic cure for Harry, only for the project to drive Octavius mad and turn him into Doctor Octopus. Then, as a last-ditch attempt, Norman tried to bind his son with an alien symbiote, accidentally transforming him into the murderous Venom.

Although Spider-Man has had to shoulder the burden of cleaning up all these disasters, he still loves the Osborn family. He would do it all over again in a heartbeat in order to save Harry.

### PERSONALITY

Earth-1048's Spider-Man is a little more upbeat and optimistic than his Earth-616 counterpart. He's in a steady relationship with Mary Jane, and now that he has Spider-Man (Miles Morales) around to pick up his slack, he's had more time to devote to his personal life and his scientific studies.

## DAMAGE

| MELEE                                     | AGILITY                                   | EGO                                       | LOGIC                                     |
|-------------------------------------------|-------------------------------------------|-------------------------------------------|-------------------------------------------|
| <b>5</b> + <b>4</b><br>MULTIPLIER ABILITY | <b>4</b> + <b>7</b><br>MULTIPLIER ABILITY | <b>4</b> + <b>0</b><br>MULTIPLIER ABILITY | <b>5</b> + <b>4</b><br>MULTIPLIER ABILITY |



# SPIDER-MAN 2099

Art by Marcelo Ferreira & Rachelle Rosenberg



RANK  
**4**

KARMA  
**4**

HEALTH  
**90**

DAMAGE  
REDUCTION  
**—**

FOCUS  
**90**

DAMAGE  
REDUCTION  
**—**

SPEED  
Run/Climb: 6  
Swim: 3  
Jump: 6  
Glide: 12  
Swingline: 18

INITIATIVE  
MODIFIER  
**+3E**

## ABILITIES

| ABILITY<br>SCORE       | DEFENSE<br>SCORE | NON-COMBAT<br>CHECKS |
|------------------------|------------------|----------------------|
| <b>5</b><br>MELEE      | <b>15</b>        | <b>+6</b>            |
| <b>6</b><br>AGILITY    | <b>18</b>        | <b>+6</b>            |
| <b>3</b><br>RESILIENCE | <b>13</b>        | <b>+3</b>            |
| <b>3</b><br>VIGILANCE  | <b>13</b>        | <b>+3</b>            |
| <b>0</b><br>EGO        | <b>10</b>        | <b>+0</b>            |
| <b>3</b><br>LOGIC      | <b>13</b>        | <b>+3</b>            |

## DAMAGE

|         | MULTIPLIER | ABILITY  |
|---------|------------|----------|
| MELEE   | <b>5</b>   | <b>5</b> |
| AGILITY | <b>4</b>   | <b>6</b> |
| EGO     | <b>4</b>   | <b>0</b> |
| LOGIC   | <b>4</b>   | <b>3</b> |

## TRAITS & TAGS

### TRAITS

- ◆ Beguiling
- ◆ Combat Reflexes
- ◆ Free Running
- ◆ Inventor
- ◆ Presence
- ◆ Scientific Expertise
- ◆ Weird

### TAGS

- ◆ Heroic
- ◆ Hounded
- ◆ Lab Access
- ◆ Secret Identity

## POWERS

### BASIC

- ◆ Combat Trickery
- ◆ Heightened Senses 1
- ◆ Inspiration
- ◆ Mighty 1

### MELEE WEAPONS (SHARP)

- ◆ Exploit
- ◆ Fast Attacks
- ◆ Hit & Run
- ◆ Vicious Attack

### SPIDER-POWERS

- ◆ Jump 1
- ◆ Spider-Dodge
- ◆ Spider-Sense
- ◆ Spider-Strike
- ◆ Wallcrawling
- ◆ Webcasting
- ◆ Webgliding
- ◆ Webgrabbing
- ◆ Webslinging
- ◆ Webtrapping

## BIOGRAPHY

**Real Name:** Miguel O'Hara

**Height:** 5'10" **Weight:** 164 lbs. **Gender:** Male

**Eyes:** Green **Hair:** Brown **Size:** Average

**Distinguishing Features:** Fangs, retractable talons and spinnerets

**Occupation:** Scientist

**Origin:** Weird Science

**Teams:** Spider-Society

**Base:** Nueva York (Earth-2099)

### HISTORY

After the original Spider-Man 2099 (Earth-928) uncovered evidence suggesting that someone in the past was working to prevent the future he lived in from ever coming to be, he used a time portal to travel back to Earth-616's present to try to preserve his timeline. Unfortunately, all this did was create a new alternate future: Earth-2099. O'Hara stayed behind in the present and aged naturally into this new world's future, which contained its own, younger Miguel O'Hara.

This new O'Hara spent his youth traveling the so-called Ravage wastelands, experimenting on the strange mutants scattered throughout the wastes. One day, he encountered a "spider man" and harvested some of its genetic material for his employer, Alchemax.

After witnessing repeated visions of the original Earth-928 timeline and its Spider-Man, the young O'Hara met his older self from that other reality. Old O'Hara revealed to his counterpart that the villainous Doctor Doom had changed the world using magic, causing its citizens to forget their past. The young O'Hara then learned that his rebellious brother, Gabriel, had been killed by Alchemax for trying to alert the public to the company's immoral experiments. Enraged, Miguel genetically altered his own body using the mutated spider creature's DNA. He finally accepted his fate and became the new Spider-Man of 2099.

Though the original O'Hara eventually found his way back to his original timeline, he has largely retired. The new O'Hara has taken his place as the defender of the Multiverse and the de facto leader of the Spider-Society. Though hounded at every turn by Alchemax's law enforcement agency, the Public Eye, he is still dedicated to making Earth-2099 a better place.

### PERSONALITY

Though their histories differ, the Miguel O'Hara of Earth-2099 has almost the same personality as his older counterpart. He is a serious crimefighter and a brilliant scientist, not to mention a natural leader with a particular hatred for corporate evildoers.



# SPIDER-MAN INDIA

Art by Jeevan J. Kang



RANK  
**3**

KARMA  
**3**

HEALTH  
**60**

DAMAGE  
REDUCTION  
**—**

FOCUS  
**60**

DAMAGE  
REDUCTION  
**—**

SPEED  
Run/Climb: 6  
Swim: 3  
Jump: 6  
Glide: 12  
Swingline: 18

INITIATIVE  
MODIFIER  
**+2E**

## ABILITIES

| ABILITY<br>SCORE       | DEFENSE<br>SCORE | NON-COMBAT<br>CHECKS |
|------------------------|------------------|----------------------|
| <b>3</b><br>MELEE      | <b>17</b>        | <b>+4</b>            |
| <b>5</b><br>AGILITY    | <b>17</b>        | <b>+5</b>            |
| <b>2</b><br>RESILIENCE | <b>12</b>        | <b>+2</b>            |
| <b>2</b><br>VIGILANCE  | <b>12</b>        | <b>+2</b>            |
| <b>2</b><br>EGO        | <b>12</b>        | <b>+2</b>            |
| <b>1</b><br>LOGIC      | <b>11</b>        | <b>+1</b>            |

## DAMAGE

| ABILITY | MULTIPLIER | ABILITY  |
|---------|------------|----------|
| MELEE   | <b>4</b>   | <b>3</b> |
| AGILITY | <b>3</b>   | <b>5</b> |
| EGO     | <b>3</b>   | <b>2</b> |
| LOGIC   | <b>3</b>   | <b>1</b> |

## TRAITS & TAGS

### TRAITS

- ♦ Combat Reflexes
- ♦ Free Running
- ♦ Quick Learner
- ♦ Situational Awareness

### TAGS

- ♦ Heroic
- ♦ **Mentor:** Aunt Maya
- ♦ **Obligation:** School
- ♦ Secret Identity
- ♦ Supernatural
- ♦ Young

## BIOGRAPHY

**Real Name:** Pavitr Prabhakar

**Height:** 5'5" **Weight:** 105 lbs. **Gender:** Male

**Eyes:** Brown **Hair:** Brown **Size:** Average

**Distinguishing Features:** None

**Occupation:** Student

**Origin:** Magic

**Teams:** Spider-Army, Spider-Society

**Base:** Mumbai (Earth-50101)

### HISTORY

Earth-50101 largely resembles Earth-616, except that Spider-Man and his associated repertoire of enemies and allies live in Mumbai, India, rather than New York City.

As a poor and somewhat awkward scholarship student, Pavitr Prabhakar encountered his fair share of bullies in high school. One day, while hiding from his tormentors, he was visited by an aspect of the Spider-Totem in the form of an ancient yogic spirit who granted him web powers and the proportional speed and strength of a spider.

Filled with a desire for revenge, Prabhakar rushed back to school, ignoring nearby cries for help. Only after the fact did he discover the cries were those of his beloved Uncle Bhim, who was being stabbed by a mugger.

Having learned that with great power there must also come great responsibility, Prabhakar became the hero known as Spider-Man, protector of the weak and innocent.

Later in his webslinging career, Spider-Man was recruited into the multiversal Spider-Army and thereafter into the Spider-Society. Although Prabhakar goes by the codename Spider-Man, the other members of these teams refer to him as Spider-Man India to help distinguish him from his other incarnations.

These days, when he's not protecting Mumbai (or the rest of the Multiverse), Prabhakar attends college alongside his girlfriend, Meera Jain.

### PERSONALITY

Far more so than his Earth-616 counterpart, Prabhakar abides by his core values of kindness, mercy and, above all, service to his community, as embodied by the Hindu concept of Seva. More often than not, his villains are uncaring billionaires and business moguls who would love nothing more than to pave over every last poor neighborhood in Mumbai.

## POWERS

### BASIC

- ♦ Combat Trickery
- ♦ Evasion
- ♦ Inspiration
- ♦ Mighty 1

### SPIDER-POWERS

- ♦ Jump 1
- ♦ Spider-Dodge
- ♦ Spider-Sense
- ♦ Spider-Strike
- ♦ Wallcrawling
- ♦ Webcasting
- ♦ Webgliding
- ♦ Webgrabbing
- ♦ Webslinging
- ♦ Webtrapping



# SPIDER-MAN NOIR

Art by Dave Rapoza



RANK  
**4**

KARMA  
**4**

HEALTH  
**60**

DAMAGE  
REDUCTION  
**—**

FOCUS  
**90**

DAMAGE  
REDUCTION  
**—**

SPEED  
Run: 6  
Climb: 6  
Swim: 3  
Jump: 6  
Swingline: 18

INITIATIVE  
MODIFIER  
**+3E**

## ABILITIES

| ABILITY<br>SCORE       | DEFENSE<br>SCORE | NON-COMBAT<br>CHECKS |
|------------------------|------------------|----------------------|
| <b>4</b><br>MELEE      | <b>19</b>        | <b>+4</b>            |
| <b>7</b><br>AGILITY    | <b>19</b>        | <b>+8</b>            |
| <b>2</b><br>RESILIENCE | <b>12</b>        | <b>+2</b>            |
| <b>3</b><br>VIGILANCE  | <b>13</b>        | <b>+3</b>            |
| <b>1</b><br>EGO        | <b>11</b>        | <b>+1</b>            |
| <b>3</b><br>LOGIC      | <b>13</b>        | <b>+3</b>            |

## DAMAGE

|         |                       |          |                  |
|---------|-----------------------|----------|------------------|
| MELEE   | <b>x 4</b> MULTIPLIER | <b>+</b> | <b>4</b> ABILITY |
| AGILITY | <b>x 5</b> MULTIPLIER | <b>+</b> | <b>7</b> ABILITY |
| EGO     | <b>x 4</b> MULTIPLIER | <b>+</b> | <b>1</b> ABILITY |
| LOGIC   | <b>x 4</b> MULTIPLIER | <b>+</b> | <b>3</b> ABILITY |

## BIOGRAPHY

**Real Name:** Peter Parker  
**Height:** 5'10" **Weight:** 170 lbs. **Gender:** Male  
**Eyes:** Brown **Hair:** Brown **Size:** Average  
**Distinguishing Features:** None  
**Occupation:** Journalist  
**Origin:** Magic  
**Teams:** Spider-Society  
**Base:** New York City (Earth-90214)

### HISTORY

Determined to expose business magnate Norman Osborn for the brutal murder of his Uncle Ben, a young Peter Parker sought out a job as an assistant investigative reporter at the *Daily Bugle*. On his first job, he tailed Osborn's men to a warehouse filled with stolen artifacts intercepted from overseas shipments.

One of these artifacts, an idol of a spider deity, broke open, releasing a flood of ancient spiders into the building. These strange, mystic spiders killed Osborn's men, but sensing Parker's good nature, they spared him, instead granting him the web powers and proportional speed and strength of a spider.

After using his newfound powers to defeat Osborn once and for all, Parker vowed to keep protecting the world from those who would abuse their wealth and resources to prey on the little guy. As the Spider-Man, he investigates the stories that no one else can and punishes the rich and powerful criminals behind them.

### PERSONALITY

The Spider-Man's colleagues in the Multiverse-spanning Spider-Society call him Spider-Man Noir, a cheeky reference to his grim home universe. Spider-Man Noir has, naturally, picked up a corresponding reputation for being darker and more serious than other Spider-People, but this is only half true. He is grim and serious, but like most variants of Peter Parker, he's not above cracking a joke now and again.

## TRAITS & TAGS

### TRAITS

- ♦ Audience
- ♦ Combat Reflexes
- ♦ **Connections:** Sources
- ♦ Fearless
- ♦ Free Running
- ♦ Investigation
- ♦ Pundit

### TAGS

- ♦ Heroic
- ♦ Poor
- ♦ Secret Identity
- ♦ Supernatural

## POWERS

### BASIC

- ♦ Accuracy 1
- ♦ Combat Trickery
- ♦ Evasion

### RANGED WEAPONS

- ♦ Double Tap
- ♦ Point-Blank Parry
- ♦ Snap Shooting
- ♦ Stopping Power
- ♦ Suppressive Fire
- ♦ Weapons Blazing

### SPIDER-POWERS

- ♦ Jump 1
- ♦ Spider-Dodge
- ♦ Spider-Sense
- ♦ Spider-Strike
- ♦ Wallcrawling
- ♦ Webcasting
- ♦ Webgrabbing
- ♦ Webslinging
- ♦ Webtrapping



# SPIDER-PUNK

Art by Maria Wolf & Mike Spicer



RANK  
**4**

KARMA  
**4**

HEALTH  
**90**

DAMAGE  
REDUCTION  
**—**

FOCUS  
**90**

DAMAGE  
REDUCTION  
**—**

SPEED  
Run: 6  
Climb: 6  
Swim: 3  
Jump: 6  
Swingline: 18

INITIATIVE  
MODIFIER  
**+3E**

## ABILITIES

| ABILITY<br>SCORE       | DEFENSE<br>SCORE | NON-COMBAT<br>CHECKS |
|------------------------|------------------|----------------------|
| <b>4</b><br>MELEE      | <b>18</b>        | <b>+5</b>            |
| <b>6</b><br>AGILITY    | <b>18</b>        | <b>+6</b>            |
| <b>3</b><br>RESILIENCE | <b>13</b>        | <b>+3</b>            |
| <b>3</b><br>VIGILANCE  | <b>13</b>        | <b>+3</b>            |
| <b>3</b><br>EGO        | <b>13</b>        | <b>+3</b>            |
| <b>1</b><br>LOGIC      | <b>11</b>        | <b>+1</b>            |

## DAMAGE

| ABILITY | MULTIPLIER | ABILITY  |
|---------|------------|----------|
| MELEE   | <b>5</b>   | <b>4</b> |
| AGILITY | <b>4</b>   | <b>6</b> |
| EGO     | <b>4</b>   | <b>3</b> |
| LOGIC   | <b>4</b>   | <b>1</b> |

## TRAITS & TAGS

### TRAITS

- ♦ Combat Reflexes
- ♦ **Connections:** Super Heroes
- ♦ Extra Occupation
- ♦ Famous
- ♦ Fearless
- ♦ Free Running
- ♦ Iron Will
- ♦ Presence
- ♦ Public Speaking
- ♦ Weird

### TAGS

- ♦ Black Market Access
- ♦ Heroic
- ♦ Public Identity
- ♦ **Signature Weapon:** Electric Guitar (acts as club)

## POWERS

### BASIC

- ♦ Combat Trickery
- ♦ Evasion
- ♦ Inspiration
- ♦ Mighty 1
- ♦ Wisecracker

### MELEE WEAPONS (BLUNT)

- ♦ Fast Attacks
- ♦ Hit & Run
- ♦ Vicious Attack
- ♦ Whirling Frenzy

### SPIDER-POWERS

- ♦ Jump 1
- ♦ Spider-Dodge
- ♦ Spider-Sense
- ♦ Spider-Strike
- ♦ Wallcrawling
- ♦ Webcasting
- ♦ Webgrabbing
- ♦ Webslinging
- ♦ Webtrapping

## BIOGRAPHY

**Real Name:** Hobart "Hobie" Brown

**Height:** 5'11" **Weight:** 150 lbs. **Gender:** Male

**Eyes:** Brown **Hair:** Black **Size:** Average

**Distinguishing Features:** None

**Occupation:** Adventurer, Entertainer

**Origin:** Weird Science

**Teams:** Spider-Band, Spider-Society

**Base:** New York City (Earth-138)

### HISTORY

Not long ago in Earth-138, the United States was overrun by corporate-backed totalitarian fascism. President for Life and OsCorp C.E.O. Norman "Ozzy" Osborn set about using the country as his dumping ground, dropping billions of gallons of radioactive waste directly onto poor communities.

One day, a radioactive spider emerged from a waste site in Brooklyn and bit a teenage punk rocker named Hobie Brown, granting him extraordinary Spider-Powers and turning him into the unstoppable Spider-Punk. Determined to use his new powers for the greater good, Brown formed a Spider-Band of other antiauthoritarian heroes, and together, they organized a successful mass uprising against the Osborn government. Brown himself delivered the final blow, killing Osborn and freeing the country from his iron grip.

Then Spider-Punk did the most punk thing of all. He became a community organizer in Brooklyn. With help from the Wakandan government, he works to reform New York into a kinder, freer place, one built upon democratic and communal ideals. Between rocking out and doing organizing work, Brown still finds time to be a hero, both for the people of his world and the entire Spider-Verse.

### PERSONALITY

Spider-Punk takes the "punk" part of his name very seriously. Being a punk is not just a fashion statement for him. It's an entire lifestyle and ideology. It means wearing your heart on your sleeve. It means loving life and loving music. Most of all, it means questioning systems of authority and dismantling the ones that don't work for the people.



## SPIDER-SLAYER

Art by Neil Edwards, Scott Hanna &amp; Morry Hollowell

RANK  
**4**KARMA  
—HEALTH  
**60**DAMAGE  
REDUCTION  
**-2**FOCUS  
**120**DAMAGE  
REDUCTION  
—SPEED  
Run: 5  
Climb: 5  
Swim: 3  
Jump: 5INITIATIVE  
MODIFIER  
**+4**

## ABILITIES

| ABILITY<br>SCORE       | DEFENSE<br>SCORE | NON-COMBAT<br>CHECKS |
|------------------------|------------------|----------------------|
| <b>6</b><br>MELEE      | <b>16</b>        | <b>+7</b>            |
| <b>4</b><br>AGILITY    | <b>14</b>        | <b>+4</b>            |
| <b>2</b><br>RESILIENCE | <b>12</b>        | <b>+2</b>            |
| <b>4</b><br>VIGILANCE  | <b>14</b>        | <b>+4</b>            |
| <b>0</b><br>EGO        | <b>10</b>        | <b>+0</b>            |
| <b>5</b><br>LOGIC      | <b>15</b>        | <b>+6</b>            |

## DAMAGE

|         |                     |                  |
|---------|---------------------|------------------|
| MELEE   | <b>5</b> MULTIPLIER | <b>6</b> ABILITY |
| AGILITY | <b>4</b> MULTIPLIER | <b>4</b> ABILITY |
| EGO     | <b>4</b> MULTIPLIER | <b>0</b> ABILITY |
| LOGIC   | <b>5</b> MULTIPLIER | <b>5</b> ABILITY |

## TRAITS &amp; TAGS

## TRAITS

- ◆ Abrasive
- ◆ Font of Information
- ◆ Gearhead
- ◆ Inventor
- ◆ Scientific Expertise
- ◆ Skeptical
- ◆ Tech Reliance

## TAGS

- ◆ Clone
- ◆ Extreme Appearance
- ◆ Lab Access
- ◆ Mobility Issues
- ◆ Public Identity
- ◆ Villainous

## POWERS

## BASIC

- ◆ Additional Limbs
- ◆ Brilliance 1
- ◆ Combat Trickery
- ◆ Mighty 1
- ◆ Sturdy 2

MELEE WEAPONS  
(SHARP) 

- ◆ Exploit
- ◆ Fast Attacks
- ◆ Furious Attacks
- ◆ Hit & Run
- ◆ Riposte
- ◆ Vicious Attack
- ◆ Whirling Frenzy

## SPIDER-POWERS

- ◆ Jump 1
- ◆ Wallcrawling

## TELEPATHY

- ◆ Machine Telepathy

## BIOGRAPHY

**Real Name:** Alistaire Alphonso Smythe**Height:** 6' **Weight:** 131 lbs. **Gender:** Male**Eyes:** Brown **Hair:** Brown **Size:** Average**Distinguishing Features:** Cybernetic body with extra arms, claws and retractable metal carapace**Occupation:** Engineer**Origin:** High Tech: Cybernetics**Teams:** The Spider-Slayer Series**Base:** New York City

## HISTORY

Many years ago, Alistaire Smythe's father, Spencer, was hired by J. Jonah Jameson to create a Spider-Slayer—a robot capable of defeating Spider-Man (Peter Parker). However, after the first several models failed to capture the wall-crawler, Jameson cut his funding.

Rather than return to civilian life, Spencer became obsessed with killing both Jameson and Spider-Man and continued to manufacture new Spider-Slayer models toward those ends. He eventually contracted a case of acute radiation poisoning from his own creations and died unfulfilled.

Blaming Jameson and the Web-Head for Spencer's death, Alistaire Smythe took up his father's cause, creating new models of Spider-Slayer to menace them. Frustrated that his attempts to attack the pair so often failed, he used cybernetics to turn himself into the ultimate Spider-Slayer and subsequently killed Jameson's wife, Marla.

For this crime, the authorities sentenced Smythe to death. He attempted to escape his execution, but the Superior Spider-Man (Otto Octavius) killed him before he could.

The Jackal (Ben Reilly) later created clones of both Smythe and his father, effectively bringing them back to life. Spencer Smythe's clone was killed by the Sleep-Stealer not long after his return, but Alistaire's clone remains alive today, still building new models of Spider-Slayers.

## PERSONALITY

Alistaire Smythe's obsession with Jameson and Spider-Man used to be all-consuming. Making their lives as painful as possible was his only purpose. Now that he's had a modicum of revenge against Jameson, his motivations have become more muddled. He's gotten into the habit of re-designing his old spider robots to make them more humanoid and selling them off for traditional military purposes.



# SPIDERS-MAN

Art by Giuseppe Camuncoli & Dean White



RANK  
**3**

KARMA  
—

HEALTH  
**90**

DAMAGE  
REDUCTION  
—

FOCUS  
**120**

DAMAGE  
REDUCTION  
—

SPEED  
Run: 6  
Climb: 6  
Swim: 3  
Jump: 3  
Swingline: 18

INITIATIVE  
MODIFIER  
**+4E**

## ABILITIES

| ABILITY SCORE          | DEFENSE SCORE | NON-COMBAT CHECKS |
|------------------------|---------------|-------------------|
| <b>0</b><br>MELEE      | <b>17</b>     | <b>+0</b>         |
| <b>5</b><br>AGILITY    | <b>17</b>     | <b>+6</b>         |
| <b>3</b><br>RESILIENCE | <b>13</b>     | <b>+3</b>         |
| <b>4</b><br>VIGILANCE  | <b>14</b>     | <b>+4</b>         |
| <b>0</b><br>EGO        | <b>10</b>     | <b>+0</b>         |
| <b>3</b><br>LOGIC      | <b>13</b>     | <b>+4</b>         |

## DAMAGE

| MELEE    | MULTIPLIER | ABILITY |
|----------|------------|---------|
| <b>3</b> | <b>0</b>   |         |
| AGILITY  | MULTIPLIER | ABILITY |
| <b>4</b> | <b>5</b>   |         |
| EGO      | MULTIPLIER | ABILITY |
| <b>3</b> | <b>0</b>   |         |
| LOGIC    | MULTIPLIER | ABILITY |
| <b>4</b> | <b>3</b>   |         |

## TRAITS & TAGS

### TRAITS

- ♦ Bloodthirsty
- ♦ **Connections:** Super Heroes
- ♦ Fearless
- ♦ Scientific Expertise
- ♦ Sneaky
- ♦ Weird

### TAGS

- ♦ Black Market Access
- ♦ Extreme Appearance
- ♦ Secret Identity

## POWERS

### BASIC

- ♦ Accuracy 1
- ♦ Brilliance 1
- ♦ Evasion

### ELEMENTAL CONTROL (SWARM)

- ♦ Elemental Barrier
- ♦ Elemental Blast
- ♦ Elemental Burst
- ♦ Elemental Form
- ♦ Elemental Protection 1 (10 points to shatter)
- ♦ Elemental Reinforcement

### SPIDER-POWERS

- ♦ Spider-Sense
- ♦ Wallcrawling
- ♦ Webcasting
- ♦ Webslinging

## BIOGRAPHY

**Real Name:** Peter Parker

**Height:** Varies, usually 5'10"

**Weight:** Varies, usually 160 lbs.

**Gender:** Male

**Eyes:** Innumerable

**Hair:** None

**Size:** Varies, usually average

**Distinguishing Features:** Hive mind of spiders containing Peter Parker's consciousness

**Occupation:** Adventurer

**Origin:** Weird Science

**Teams:** Spider-Army

**Base:** New York City

### HISTORY

While visiting Horizon Labs with his girlfriend Gwen Stacy, the Peter Parker of Earth-11580 fell into a pit containing thousands of radioactive spiders. The arachnids brutally devoured Parker, and in the process, they absorbed his consciousness into their budding hive mind. Thus, Spiders-Man was born.

For a while, Parker was tortured by his monstrous new state of being. Convinced that he could never be fixed, he pushed away the people who cared for him, watching them from afar and devouring all those who dared to threaten them. However, he eventually found companionship and acceptance in the multiversal Spider-Army, helping his arachnid compatriots defeat cosmic threats.

After most of the spiders that comprise Spiders-Man perished fighting agents of Shathra, the Peter Parker of Earth-616 took in the remnants of the hive and gave them a habitat where they could rebuild. They have acted as Parker's lab assistants, communicating ideas and equations by spelling them out with their bodies.

### PERSONALITY

Though Spiders-Man ostensibly believes in handling power responsibly, he has a real passion for eating bad guys. His moral compass isn't as strong as those of most Spider-Men, and he tends to align with whoever has the fewest reservations about him killing and eating his enemies.



## SPIDER-WOMAN (EARTH-1610)

Art by Mark Bagley &amp; Richard Isanove



RANK

3

KARMA

3

HEALTH

90

DAMAGE  
REDUCTION

—

FOCUS

90

DAMAGE  
REDUCTION

—

SPEED

Run: 5  
Climb: 5  
Swim: 3  
Jump: 5  
Swingline: 15

INITIATIVE  
MODIFIER

+3E

## ABILITIES

ABILITY  
SCOREDEFENSE  
SCORENON-COMBAT  
CHECKS

2

MELEE

16

+3

4

AGILITY

16

+4

3

RESILIENCE

13

+3

3

VIGILANCE

13

+3

2

EGO

12

+2

1

LOGIC

11

+1

## TRAITS &amp; TAGS

## TRAITS

- ◆ Connections: Super Heroes
- ◆ Fearless
- ◆ Presence
- ◆ Quick Learner
- ◆ Sneaky
- ◆ Weird

## TAGS

- ◆ Black Market Access
- ◆ Clone
- ◆ Heroic
- ◆ Secret Identity

## DAMAGE

MELEE

MARVEL  
dMarvel

× 4

+

2

ABILITY

AGILITY

MARVEL  
dMarvel

× 3

+

4

ABILITY

EGO

MARVEL  
dMarvel

× 3

+

2

ABILITY

LOGIC

MARVEL  
dMarvel

× 3

+

1

ABILITY

## BIOGRAPHY

**Real Name:** Jessica Drew**Height:** 5'5"**Weight:** 132 lbs.**Gender:** Female**Eyes:** Brown**Hair:** Brown**Size:** Average**Distinguishing Features:** None**Occupation:** Adventurer**Origin:** Weird Science**Teams:** S.H.I.E.L.D., Ultimates, Young Ultimates**Base:** New York City (Earth-1610)**HISTORY**

As part of a plea deal, the Doctor Octopus of Earth-1610 helped government scientists create several clones of Peter Parker. Though the first few clones had significant problems, Octavius eventually realized that by making the clone female, he could stabilize the process while still creating a specimen that looked and acted remarkably like Parker.

The government planned to brainwash this final clone, Jessica Drew, into being a secret agent, but before they could do so, the clones all escaped containment. With Parker's help—and a small amount of intervention on the part of S.H.I.E.L.D.—the clones broke up the government cloning program and defeated Doctor Octopus.

In the aftermath, Drew adopted the codename Spider-Woman and joined S.H.I.E.L.D.'s associated super-team, the Ultimates. After most of the team was badly injured fighting Galactus, Nick Fury disbanded the Ultimates program, but that didn't stop Drew. Unwilling to let the spirit of the group die, she formed the Young Ultimates, an all-teen-age super-team.

The Young Ultimates picked up right where the Ultimates left off. However, after Drew's protégé Miles Morales was moved to Earth-616, the team fell apart. Drew was last seen in her old Spider-Woman duds with a re-formed incarnation of the original Ultimates, helping Parker defeat the Green Goblin.

**PERSONALITY**

Jessica Drew has all of Peter Parker's formative memories and experiences. She has the same anxieties and fears, the same awkward demeanor and the same dedication to wielding power responsibly.

Drew has no close family to fall back on for support, but she also lacks Parker's familial responsibilities. She can spend all her time adventuring without having to worry about going to school or taking care of Aunt May.

## POWERS

**BASIC**

- ◆ Evasion
- ◆ Inspiration
- ◆ Mighty 1

**SPIDER-POWERS**

- ◆ Jump 1
- ◆ Spider-Dodge
- ◆ Spider-Sense
- ◆ Spider-Strike
- ◆ Wallcrawling
- ◆ Webcasting
- ◆ Webgrabbing
- ◆ Webslinging
- ◆ Webtrapping

**TACTICS**

- ◆ Battle Plan



# SPIDER-WOMAN (EARTH-332)

Art by Scott Godlewski & Matt Milla



RANK  
**4**

KARMA  
**4**

HEALTH  
**90**

DAMAGE  
REDUCTION  
**—**

FOCUS  
**120**

DAMAGE  
REDUCTION  
**—**

SPEED  
Run: 6  
Climb: 6  
Swim: 3  
Jump: 6  
Swingline: 18

INITIATIVE  
MODIFIER  
**+3E**

## ABILITIES

| ABILITY<br>SCORE       | DEFENSE<br>SCORE | NON-COMBAT<br>CHECKS |
|------------------------|------------------|----------------------|
| <b>4</b><br>MELEE      | <b>19</b>        | <b>+5</b>            |
| <b>7</b><br>AGILITY    | <b>19</b>        | <b>+7</b>            |
| <b>3</b><br>RESILIENCE | <b>13</b>        | <b>+3</b>            |
| <b>3</b><br>VIGILANCE  | <b>13</b>        | <b>+3</b>            |
| <b>3</b><br>EGO        | <b>13</b>        | <b>+3</b>            |
| <b>1</b><br>LOGIC      | <b>11</b>        | <b>+1</b>            |

## DAMAGE

|         |                                                                                                                                 |
|---------|---------------------------------------------------------------------------------------------------------------------------------|
| MELEE   |  <b>x 5</b> + <b>4</b><br>MULTIPLIER ABILITY |
| AGILITY |  <b>x 4</b> + <b>7</b><br>MULTIPLIER ABILITY |
| EGO     |  <b>x 4</b> + <b>3</b><br>MULTIPLIER ABILITY |
| LOGIC   |  <b>x 4</b> + <b>1</b><br>MULTIPLIER ABILITY |

## BIOGRAPHY

**Real Name:** Jessica "Jess" Drew  
**Height:** 6'2" **Weight:** 137 lbs. **Gender:** Female  
**Eyes:** Brown **Hair:** Black **Size:** Average  
**Distinguishing Features:** None  
**Occupation:** Adventurer  
**Origin:** Unknown  
**Teams:** Spider-Society  
**Base:** New York City (Earth-332)

### HISTORY

Though her story seems to share elements with that of the Spider-Man (Peter Parker) and Spider-Woman (Jessica Drew) of Earth-616, little is known about the personal history of the Jess Drew of Earth-332. She gets around on a custom Spider-Bike that can race up walls and even along ceilings.

Years ago, Drew was partners—both in adventuring and in love—with her world's version of Hawkeye (Clint Barton). However, at some point, their relationship broke bad, and Hawkeye became one of her greatest enemies.

Drew eventually married a different man and had a child, whom she affectionately refers to as "bugaloo." Around this same time, Spider-Man 2099 recruited her into his new Spider-Society, where she rose to the position of being his right-hand woman.

### PERSONALITY

Equal parts maternal figure and seasoned action hero, Spider-Woman is the beating heart of the Spider-Society. Her effortless confidence and charisma have made her a friend and mentor to many of her peers. Her cool biker look helps accentuate this persona.

## TRAITS & TAGS

### TRAITS

- ♦ Battle Ready
- ♦ Combat Reflexes
- ♦ **Connections:** Super Heroes
- ♦ Fearless
- ♦ Free Running
- ♦ Piloting
- ♦ Presence

### TAGS

- ♦ Black Market Access
- ♦ **Dependents:** Child
- ♦ Heroic
- ♦ Mysterious
- ♦ Public Identity

## POWERS

### BASIC

- ♦ Combat Trickery
- ♦ Evasion
- ♦ Inspiration
- ♦ Mighty 1

### SPIDER-POWERS

- ♦ Jump 1
- ♦ Spider-Dodge
- ♦ Spider-Sense
- ♦ Spider-Strike
- ♦ Wallcrawling
- ♦ Webcasting
- ♦ Webgrabbing
- ♦ Webslinging
- ♦ Webtrapping

### TACTICS

- ♦ Change of Plans
- ♦ Combat Support
- ♦ Keep Moving



## SPIDER-WOMAN (JESSICA DREW)

Art by Junggeun Yoon

RANK  
**4**KARMA  
**4**HEALTH  
**90**DAMAGE  
REDUCTION  
**—**FOCUS  
**90**DAMAGE  
REDUCTION  
**—**SPEED  
Run: 6  
Climb: 6  
Swim: 3  
Jump: 6  
Glide: 12INITIATIVE  
MODIFIER  
**+3E**

## ABILITIES

| ABILITY<br>SCORE       | DEFENSE<br>SCORE | NON-COMBAT<br>CHECKS |
|------------------------|------------------|----------------------|
| <b>5</b><br>MELEE      | <b>19</b>        | <b>+6</b>            |
| <b>7</b><br>AGILITY    | <b>19</b>        | <b>+7</b>            |
| <b>3</b><br>RESILIENCE | <b>13</b>        | <b>+3</b>            |
| <b>3</b><br>VIGILANCE  | <b>13</b>        | <b>+3</b>            |
| <b>2</b><br>EGO        | <b>12</b>        | <b>+2</b>            |
| <b>2</b><br>LOGIC      | <b>12</b>        | <b>+2</b>            |

## DAMAGE

|         |                     |                  |
|---------|---------------------|------------------|
| MELEE   | <b>5</b> MULTIPLIER | <b>5</b> ABILITY |
| AGILITY | <b>5</b> MULTIPLIER | <b>7</b> ABILITY |
| EGO     | <b>4</b> MULTIPLIER | <b>2</b> ABILITY |
| LOGIC   | <b>4</b> MULTIPLIER | <b>2</b> ABILITY |

## TRAITS &amp; TAGS

## TRAITS

- ♦ Combat Reflexes
- ♦ **Connections:** Espionage
- ♦ **Connections:** Police
- ♦ **Connection:** Super Heroes
- ♦ Extra Occupation (2)
- ♦ Fearless
- ♦ Free Running
- ♦ Interrogation
- ♦ Investigation
- ♦ Leverage
- ♦ Weird

## TAGS

- ♦ Black Market Access
- ♦ Heroic
- ♦ Public Identity

## POWERS

## BASIC

- ♦ Accuracy 1
- ♦ Combat Trickery
- ♦ Evasion
- ♦ Inspiration
- ♦ Mighty 1

## MARTIAL ARTS

- ♦ Attack Stance
- ♦ Chain Strikes
- ♦ Fast Strikes

## SPIDER-POWERS

- ♦ Jump 1
- ♦ Spider-Dodge
- ♦ Spider-Pheromones
- ♦ Spider-Sense
- ♦ Venom Blast
- ♦ Wallcrawling
- ♦ Webcasting
- ♦ Webgliding

## BIOGRAPHY

**Real Name:** Jessica Miriam "Jess" Drew**Height:** 5'10"**Weight:** 130 lbs. **Gender:** Female**Eyes:** Green**Hair:** Blond, usually dyed black**Size:** Average**Distinguishing Features:** None**Occupation:** Adventurer, Investigator, Spy**Origin:** Weird Science**Teams:** New Avengers, S.H.I.E.L.D., Spider-Society**Base:** New York City

## HISTORY

When Jessica Drew was a child, she contracted an acute case of radiation poisoning. Her father—a top geneticist and nuclear researcher—searched desperately for a cure for his daughter's condition. Hoping to grant her the increased radiation immunity enjoyed by many insects, he injected her with an irradiated form of spider DNA.

The treatment saved Drew's life but forced her into a coma that lasted decades. By the time she awoke, her parents were long gone.

Lost and alone, Drew briefly stumbled into the care of Hydra agents, who attempted to make her into a spider-themed superspy named Spider-Woman. Drew turned on her handlers, but she kept the Spider-Woman costume.

As Spider-Woman, Drew spent the next several years traveling across Europe and the United States, occasionally allying with S.H.I.E.L.D. and other heroic organizations. Eventually, she settled down in New York and had a son, Gerry.

During a recent Spider-Verse crisis, Drew was briefly erased from existence when she was stabbed with the Totem Dagger. This also annihilated everyone else's memories of her son, and in the resulting confusion, Hydra kidnapped Gerry, then forcibly aged and brainwashed him into becoming the adult super villain Green Mamba. Now Drew is on a mission to defeat Hydra and save her son by any means necessary.

## PERSONALITY

Spider-Woman's early days as an adventurer were rocky. Having spent most of her life in a coma, her brain was deeply undeveloped. She often fled from conflict, fighting more out of necessity than a desire to enact justice.

The Spider-Woman of today hardly resembles her younger self. Years of experience have molded her into a confident and capable crimefighter. Drew is an expert in the arts of espionage and investigation, and she suffers nonsense from no one.



# SPIDER-WOMAN (MATTIE FRANKLIN)

Art by Irene Strychalski & Ian Herring



RANK  
**3**

KARMA  
**3**

HEALTH  
**60**

DAMAGE  
REDUCTION  
**—**

FOCUS  
**60**

DAMAGE  
REDUCTION  
**—**

SPEED  
Run: 6  
Climb: 6  
Swim: 3  
Jump: 6  
Flight: 18

INITIATIVE  
MODIFIER  
**+2E**

## ABILITIES

| ABILITY<br>SCORE       | DEFENSE<br>SCORE | NON-COMBAT<br>CHECKS |
|------------------------|------------------|----------------------|
| <b>3</b><br>MELEE      | <b>15</b>        | <b>+4</b>            |
| <b>5</b><br>AGILITY    | <b>15</b>        | <b>+5</b>            |
| <b>2</b><br>RESILIENCE | <b>12</b>        | <b>+2</b>            |
| <b>2</b><br>VIGILANCE  | <b>12</b>        | <b>+2</b>            |
| <b>3</b><br>EGO        | <b>13</b>        | <b>+3</b>            |
| <b>1</b><br>LOGIC      | <b>11</b>        | <b>+1</b>            |

## TRAITS & TAGS

### TRAITS

- ♦ Combat Reflexes
- ♦ **Connections:** Super Heroes
- ♦ Fearless
- ♦ Free Running
- ♦ Quick Learner
- ♦ Situational Awareness

### TAGS

- ♦ Black Market Access
- ♦ Heroic
- ♦ Secret Identity
- ♦ Supernatural

## BIOGRAPHY

**Real Name:** Martha "Mattie" Franklin

**Height:** 5'8" **Weight:** 123 lbs. **Gender:** Female

**Eyes:** Blue **Hair:** Brown **Size:** Average

**Distinguishing Features:** None

**Occupation:** Adventurer

**Origin:** Magic

**Teams:** 50-State Initiative, Loners

**Base:** New York City

### HISTORY

Rambunctious teenager Mattie Franklin took her father's place in a magic ritual when he chickened out at the last minute. Alongside the likes of Norman Osborn and Cassandra Webb, Franklin used five ancient magical artifacts to summon a vortex of power into the world.

Those present at the ritual who already had powers simply had their abilities slightly enhanced. However, those who had no powers gained them, with Franklin obtaining abilities similar to those of the original Spider-Woman (Jessica Drew), along with a unique set of psionic extra limbs.

Around this same time, Spider-Man disappeared for several months, so Franklin, as a lifelong fan of the wall-crawler, resolved to protect New York City in his place. As the new and improved Spider-Woman, she fought tirelessly to keep the city safe from villainy in all its forms. Even after Spider-Man returned, she kept on as Spider-Woman, partially out of a desire to make her role model proud and partially because she just enjoyed being a hero.

Unfortunately, her career as a crimefighter proved short-lived. Just a few years after becoming Spider-Woman, both Franklin and Madame Web (Cassandra Webb) were murdered by the Kravinoff family. Some time down the line, the Jackal created a nearly perfect clone of Mattie, only for her to similarly die in battle, sacrificing herself to protect the Spider-Hero Silk.

### PERSONALITY

Mattie Franklin's disposition is far less grim than those of the other women who have shared her codename. Although legally an adult, she is still a teenager, with a teenage attitude and teenage problems. When she needs advice on personal matters, she usually reaches out to her uncle, J. Jonah Jameson.

## DAMAGE

|         |                                                                        |
|---------|------------------------------------------------------------------------|
| MELEE   | <b>x 4</b> <small>MULTIPLIER</small> + <b>3</b> <small>ABILITY</small> |
| AGILITY | <b>x 3</b> <small>MULTIPLIER</small> + <b>5</b> <small>ABILITY</small> |
| EGO     | <b>x 3</b> <small>MULTIPLIER</small> + <b>3</b> <small>ABILITY</small> |
| LOGIC   | <b>x 3</b> <small>MULTIPLIER</small> + <b>1</b> <small>ABILITY</small> |

## POWERS

### BASIC

- ♦ Additional Limbs
- ♦ Evasion
- ♦ Flight 1
- ♦ Inspiration
- ♦ Mighty 1

### SPIDER-POWERS

- ♦ Jump 1
- ♦ Spider-Dodge
- ♦ Venom Blast
- ♦ Wallcrawling

### SUPER-STRENGTH

- ♦ Banging Heads
- ♦ Clobber



## SPOT

Art by Marko Djurdjević



RANK

4

KARMA

—

HEALTH

120

DAMAGE  
REDUCTION

—

FOCUS

120

DAMAGE  
REDUCTION

—

SPEED

Run: 6

Climb: 3

Swim: 3

Jump: 3

INITIATIVE  
MODIFIER

+4

## ABILITIES

ABILITY  
SCORE

2

MELEE

DEFENSE  
SCORE

12

NON-COMBAT  
CHECKS

+2

5

AGILITY

15

+5

4

RESILIENCE

14

+4

4

VIGILANCE

14

+4

1

EGO

11

+1

4

LOGIC

14

+5

## TRAITS &amp; TAGS

## TRAITS

- ◆ Abrasive
- ◆ Combat Reflexes
- ◆ Enduring Constitution
- ◆ Gearhead
- ◆ Inventor
- ◆ Scientific Expertise
- ◆ Weird

## TAGS

- ◆ Extreme Appearance
- ◆ Lab Access
- ◆ Public Identity
- ◆ Villainous

## BIOGRAPHY

**Real Name:** Johnathon Ohnn**Height:** 5'10" **Weight:** 170 lbs. **Gender:** Male**Eyes:** None, formerly blue**Hair:** None, formerly brown**Size:** Average**Distinguishing Features:** Bright white body covered in black wormholes**Occupation:** Scientist**Origin:** Weird Science**Teams:** Sinister Six**Base:** New York City

## HISTORY

Having just gone through a long and messy divorce, scientist Johnathon Ohnn threw his values to the side and took a job working for the Kingpin. Alongside a number of other scientists, he was tasked with tapping into the Darkforce dimension that gives the hero Cloak his powers.

Ohnn succeeded in creating a portal to the Dark Dimension, but the aperture required so much energy that it immediately threatened to collapse the New York City power grid. Unwilling to miss out on yet another opportunity, he leapt through the portal just as it was destabilizing.

Caught in the liminal space between worlds, Ohnn found himself in a dimension of black polka dots that infested his body. With effort, he found that he could control the little black portals and even use them to teleport individual pieces of his body to several different locations at once.

Emboldened, Ohnn teleported home and set out to take down the Kingpin's old enemy Spider-Man (Peter Parker). He actually succeeded in beating down the wall-crawler once before Spider-Man rallied and carted him off to prison.

In the years since, Ohnn has tried again and again to defeat Spider-Man, but he's never managed to re-create the success he had on his initial outing. As of late, he's been traveling the Multiverse in search of easier prey.

## PERSONALITY

Despite his incredible powers, the Spot is perpetually depressed. Neither his family nor the scientific community nor the super-villain community has ever taken him seriously. The world considers him a joke, and he in turn resents the world. He spends a lot of time in bars, drinking heavily.

## DAMAGE

MELEE

MARVEL  
dMarvel

x 4

+

2

ABILITY

AGILITY

MARVEL  
dMarvel

x 4

+

5

ABILITY

EGO

MARVEL  
dMarvel

x 4

+

1

ABILITY

LOGIC

MARVEL  
dMarvel

x 5

+

4

ABILITY

## POWERS

## BASIC

- ◆ Brilliance 1
- ◆ Combat Trickery

## MARTIAL ARTS

- ◆ Chain Strikes
- ◆ Fast Strikes

OMNIVERSAL TRAVEL  
(MULTIVERSAL)

- ◆ Multiversal Portal
- ◆ Multiversal Travel
- ◆ Multiversal Travel Other
- ◆ Multiversal Travel Together

## TELEPORTATION

- ◆ Blink
- ◆ Blink Defense
- ◆ Teleport 2
- ◆ Teleport Object
- ◆ Teleport Other
- ◆ Teleport Together
- ◆ Teleportal
- ◆ Telespot



# STARLING

Art by Javier Garrón & David Curiel



RANK  
**3**

KARMA  
**3**

HEALTH  
**60**

DAMAGE  
REDUCTION  
**-1**

FOCUS  
**90**

DAMAGE  
REDUCTION  
**—**

SPEED  
Run: 6  
Climb: 3  
Swim: 3  
Jump: 3  
Flight: 18

INITIATIVE  
MODIFIER  
**+3**

## ABILITIES

| ABILITY<br>SCORE       | DEFENSE<br>SCORE | NON-COMBAT<br>CHECKS |
|------------------------|------------------|----------------------|
| <b>3</b><br>MELEE      | <b>15</b>        | <b>+4</b>            |
| <b>5</b><br>AGILITY    | <b>15</b>        | <b>+5</b>            |
| <b>2</b><br>RESILIENCE | <b>12</b>        | <b>+2</b>            |
| <b>3</b><br>VIGILANCE  | <b>13</b>        | <b>+3</b>            |
| <b>2</b><br>EGO        | <b>12</b>        | <b>+2</b>            |
| <b>1</b><br>LOGIC      | <b>11</b>        | <b>+1</b>            |

## DAMAGE

| MELEE                                                             | AGILITY                                                           | EGO                                                               | LOGIC                                                             |
|-------------------------------------------------------------------|-------------------------------------------------------------------|-------------------------------------------------------------------|-------------------------------------------------------------------|
| <b>MARVEL</b> x <b>4</b> + <b>3</b><br>dMarvel MULTIPLIER ABILITY | <b>MARVEL</b> x <b>3</b> + <b>5</b><br>dMarvel MULTIPLIER ABILITY | <b>MARVEL</b> x <b>3</b> + <b>2</b><br>dMarvel MULTIPLIER ABILITY | <b>MARVEL</b> x <b>3</b> + <b>1</b><br>dMarvel MULTIPLIER ABILITY |

## TRAITS & TAGS

### TRAITS

- ♦ Combat Reflexes
- ♦ **Connections:** Super Heroes
- ♦ Fearless
- ♦ Glibness
- ♦ **Signature Attack:** Grappling Technique (while flying)
- ♦ Tech Reliance

### TAGS

- ♦ Black Market Access
- ♦ Heroic
- ♦ Secret Identity
- ♦ Young

## POWERS

### BASIC

- ♦ Combat Trickery
- ♦ Evasion
- ♦ Flight 1
- ♦ Inspiration
- ♦ Mighty 1
- ♦ Sturdy 1

### ELEMENTAL CONTROL (ENERGY)

- ♦ Elemental Blast
- ♦ Elemental Burst
- ♦ Elemental Push

### MARTIAL ARTS

- ♦ Chain Strikes
- ♦ Fast Strikes
- ♦ Grappling Technique

## BIOGRAPHY

**Real Name:** Tiana Toomes

**Height:** 5'6" **Weight:** 138 lbs. **Gender:** Female

**Eyes:** Brown **Hair:** Black **Size:** Average

**Distinguishing Features:** None

**Occupation:** Adventurer

**Origin:** High Tech

**Teams:** Champions

**Base:** New York City

### HISTORY

With a dead mother and an absentee father, Tiana Toomes found refuge in the care of her grandfather, the Vulture (Adrian Toomes). Out of embarrassment, Adrian hid the full extent of his villainous career from his new ward, painting for her the picture of a heroic Vulture who always fought for the working class.

These tales inspired Tiana to become a super hero herself, and with some help from her granddad, she constructed a flying suit capable of taking down the toughest of foes. As the Starling, she launched a one-woman war on organized crime, starting with the vicious Tombstone gang.

It was while battling a handful of Tombstone's most dangerous gangsters that she first joined forces with Spider-Man (Miles Morales). Starling and Spider-Man worked so well together that they rapidly became each other's closest partners—first in crimefighting and then, later, in love.

Both Morales and the other Spider-Man (Peter Parker) eventually let Starling in on the truth behind her grandfather's exploits, but the revelations did little more than strain her relationship with the old man. She still adores her granddad, although she's committed to heroism above all else. She's been actively avoiding him, lest she be forced to take him down.

### PERSONALITY

Tiana Toomes is a strong, intelligent and independent woman with an unwavering sense of justice. Her love for Morales stems largely from the fact that she sees that same sense of justice—that same dedication to doing the right thing, no matter the personal cost—in him.



## STEGRON

Art by Gerardo Sandoval &amp; Protobunker's Dono Sánchez-Almara



RANK

3

KARMA

—

HEALTH

120

DAMAGE  
REDUCTION

-1

FOCUS

60

DAMAGE  
REDUCTION

—

SPEED

Run: 6

Climb: 3

Swim: 3

Jump: 3

INITIATIVE  
MODIFIER

+2

## ABILITIES

ABILITY  
SCORE

5

MELEE

DEFENSE  
SCORE

14

NON-COMBAT  
CHECKS

+8

1

AGILITY

10

+1

4

RESILIENCE

14

+4

2

VIGILANCE

12

+2

0

EGO

10

+0

3

LOGIC

13

+4

## TRAITS &amp; TAGS

## TRAITS

- ♦ **Anathema:**  
Extreme Cold/  
Large Bodies  
of Water
- ♦ Big
- ♦ Clueless
- ♦ Inventor
- ♦ Scientific  
Expertise
- ♦ Weird

## TAGS

- ♦ Extreme  
Appearance
- ♦ Lab Access
- ♦ Public Identity
- ♦ Villainous

## POWERS

## BASIC

- ♦ Additional Limbs (tail)
- ♦ Brilliance 1
- ♦ Mighty 3
- ♦ Sturdy 1

## SUPER-STRENGTH

- ♦ Banging Heads
- ♦ Clobber
- ♦ Crushing Grip
- ♦ Immovable
- ♦ Quick Toss
- ♦ Smash

## TELEPATHY

- ♦ Animal Communication  
(reptiles)

## BIOGRAPHY

**Real Name:** Vincent Stegron**Height:** 6'2" **Weight:** 350 lbs. **Gender:** Male**Eyes:** Green **Hair:** None **Size:** Big**Distinguishing Features:** Large bipedal dinosaur-like body with scales, dorsal plates, claws and tail**Occupation:** Scientist**Origin:** Weird Science**Teams:** Savage Six**Base:** Savage Land

## HISTORY

Dr. Vincent Stegron was once a lab assistant for Dr. Curt Connors. While helping Connors study the potential for dinosaur DNA to unlock rapid cellular regeneration, he grew obsessed with the experiment that made Connors into the Lizard.

One night, Stegron stole a sample of dinosaur DNA from the lab and fled to the Savage Land. Having studied Connors' Lizard experiments, he duplicated the process with the dinosaur DNA, injecting himself with a serum that turned him into Stegron the Dinosaur Man.

Stegron used his new powers to become the ruler of the local Swamp Men. Not content to settle in the Savage Land, he led an army of dinosaurs into New York, determined to take over the world. Ka-Zar of the Savage Land teamed up with Spider-Man (Peter Parker) to take Stegron and his army down, but this did little to deter the mad scientist.

In subsequent attempts, Stegron changed tactics, using modified versions of his dinosaur serum to convert the people and animals of New York into creatures like himself, raising new, psychically controlled armies. Spider-Man has, thus far, managed to cure most of those affected by Stegron's meddling, but the scientist always seems to come back with a newer, stronger serum.

## PERSONALITY

Much like the Lizard was in his early days, Stegron is a raspy-voiced megalomaniac, endlessly obsessed with power and control. He basks in the abilities that the dinosaur serum has given him and will never be content until he and his dinosaurs once again rule the Earth.

## DAMAGE

|         |                                                                                                                        |   |                                 |
|---------|------------------------------------------------------------------------------------------------------------------------|---|---------------------------------|
| MELEE   |  <b>6</b> <small>MULTIPLIER</small> | + | <b>5</b> <small>ABILITY</small> |
| AGILITY |  <b>3</b> <small>MULTIPLIER</small> | + | <b>1</b> <small>ABILITY</small> |
| EGO     |  <b>3</b> <small>MULTIPLIER</small> | + | <b>0</b> <small>ABILITY</small> |
| LOGIC   |  <b>4</b> <small>MULTIPLIER</small> | + | <b>3</b> <small>ABILITY</small> |



# SUPERIOR SPIDER-MAN

Art by Mark Bagley & Edgar Delgado



RANK  
**4**

KARMA  
**4**

HEALTH  
**90**

DAMAGE  
REDUCTION  
**-1**

FOCUS  
**60**

DAMAGE  
REDUCTION  
**—**

SPEED  
Run: 6  
Climb: 6  
Swim: 3  
Jump: 6  
Swingline: 18

INITIATIVE  
MODIFIER  
**+2E**

## ABILITIES

| ABILITY<br>SCORE       | DEFENSE<br>SCORE | NON-COMBAT<br>CHECKS |
|------------------------|------------------|----------------------|
| <b>5</b><br>MELEE      | <b>15</b>        | <b>+7</b>            |
| <b>6</b><br>AGILITY    | <b>18</b>        | <b>+6</b>            |
| <b>3</b><br>RESILIENCE | <b>13</b>        | <b>+3</b>            |
| <b>2</b><br>VIGILANCE  | <b>12</b>        | <b>+2</b>            |
| <b>0</b><br>EGO        | <b>10</b>        | <b>+0</b>            |
| <b>5</b><br>LOGIC      | <b>15</b>        | <b>+7</b>            |

## TRAITS & TAGS

### TRAITS

- ◆ Abrasive
- ◆ Combat Reflexes
- ◆ **Connections:** Celebrities
- ◆ Extra Occupation
- ◆ Famous
- ◆ Inventor
- ◆ Scientific Expertise
- ◆ Tech Reliance
- ◆ Weird

### TAGS

- ◆ Backup
- ◆ Heroic
- ◆ Lab Access
- ◆ Rich
- ◆ Secret Identity

## DAMAGE

|         |                                      |          |                                 |
|---------|--------------------------------------|----------|---------------------------------|
| MELEE   | <b>x 6</b> <small>MULTIPLIER</small> | <b>+</b> | <b>5</b> <small>ABILITY</small> |
| AGILITY | <b>x 4</b> <small>MULTIPLIER</small> | <b>+</b> | <b>6</b> <small>ABILITY</small> |
| EGO     | <b>x 4</b> <small>MULTIPLIER</small> | <b>+</b> | <b>0</b> <small>ABILITY</small> |
| LOGIC   | <b>x 6</b> <small>MULTIPLIER</small> | <b>+</b> | <b>5</b> <small>ABILITY</small> |

## POWERS

### BASIC

- ◆ Additional Limbs
- ◆ Brilliance 2
- ◆ Inspiration
- ◆ Mighty 2
- ◆ Sturdy 1

### SPIDER-POWERS

- ◆ Jump 1
- ◆ Spider-Dodge
- ◆ Spider-Sense
- ◆ Spider-Strike
- ◆ Wallcrawling
- ◆ Webcasting
- ◆ Webgrabbing
- ◆ Webslinging
- ◆ Webtrapping

### TELEPATHY

- ◆ Machine Telepathy

## BIOGRAPHY

**Real Name:** Otto Octavius

**Height:** 5'10" **Weight:** 170 lbs. **Gender:** Male

**Eyes:** Hazel **Hair:** Brown **Size:** Average

**Distinguishing Features:** None

**Occupation:** Scientist, Tycoon

**Origin:** Weird Science

**Teams:** Parker Industries

**Base:** New York City

### HISTORY

Dying from a combination of old age and injuries sustained fighting Spider-Man (Peter Parker), Doctor Octopus hatched a plan to turn the tables on his nemesis. He ambushed the wall-crawler at a vulnerable moment and used experimental technology to swap his mind with Parker's, leaving Parker to die in Octopus' failing body.

However, this swap was not as clean as Octavius had planned. Along with Parker's body, he got all of Parker's memories and—with them—Parker's sense of responsibility. Filled with a new sympathy for his old opponent, Octavius vowed to become a better Spider-Man than Parker had ever been.

As the Superior Spider-Man, Octavius moved to expand Spider-Man's usual neighborhood operations into a self-sustaining crimefighting empire. He started Parker Industries, a government-backed security corporation founded with the explicit goal of creating tools that allowed Spider-Man to patrol all of New York City at once.

For a few short months, it looked like Octavius truly was a superior Spider-Man. However, his dreams of a crime-free surveillance state didn't last. People figured out how to exploit his monitoring devices, and they used their workarounds to kidnap Octavius' girlfriend, Anna Maria Marconi.

His confidence shaken, Octavius voluntarily erased his mind from Parker's body, allowing Parker's consciousness to regain control so he could save Marconi.

Otto Octavius was later resurrected. However, with the memories of his time as Spider-Man erased, he soon returned to a life of crime.

### PERSONALITY

Becoming Spider-Man may not have made Octavius into any less of a narcissist, but it did round off some of his hard edges. He still looks down on others, but he prefers not to kill or unnecessarily harm them, much as he might be tempted.



# SWARM

Art by Dylan Burnett & Mike Spicer



RANK

3

KARMA

—

HEALTH

90

DAMAGE  
REDUCTION

—

FOCUS

90

DAMAGE  
REDUCTION

—

SPEED

Run: 6  
Climb: 3  
Swim: 3  
Jump: 3  
Flight: 18

INITIATIVE  
MODIFIER

+3

## ABILITIES

ABILITY  
SCOREDEFENSE  
SCORENON-COMBAT  
CHECKS

2

MELEE

15

+2

5

AGILITY

15

+6

3

RESILIENCE

13

+3

3

VIGILANCE

13

+3

0

EGO

10

+0

2

LOGIC

12

+3

## TRAITS & TAGS

### TRAITS

- ◆ Abrasive
- ◆ **Anathema:** Smoke/Water
- ◆ **Connections:** Super Villains
- ◆ Extra Occupation
- ◆ Fearless
- ◆ Inventor
- ◆ Scientific Expertise
- ◆ Weird

### TAGS

- ◆ Black Market Access
- ◆ Extreme Appearance
- ◆ Lab Access
- ◆ Public Identity
- ◆ Villainous

## BIOGRAPHY

**Real Name:** Fritz Von Meyer

**Height:** Varies, usually 6'5"

**Weight:** Varies, usually 104 lbs.

**Gender:** Male

**Eyes:** Innumerable

**Hair:** None

**Size:** Varies, usually average

**Distinguishing Features:** Hive mind of bees containing Fritz Von Meyer's consciousness

**Occupation:** Adventurer, Scientist

**Origin:** Weird Science

**Teams:** Hateful Hexad, Sinister Six

**Base:** Mobile

### HISTORY

Toward the end of World War II, Nazi scientist Fritz Von Meyer fled Germany and went into hiding in South America. While there, he continued his research into melittology, the science of bees. One day, he stumbled upon a peculiar beehive. Believing the unusual bees to have been irradiated by a nearby meteorite, he sought to magnify their killer instincts and assume control of them.

Meyer built a device that he believed would do just that, and though it did restore the bees' killer instincts, it did not allow him to control them. The bees swarmed the Nazi scientist, devouring him and absorbing his consciousness in their budding hive mind. Thus, Swarm was born.

Swarm seeks to rid the world of humanity and give it back to the insects by any means necessary. Over the years, his efforts have been thwarted by the Runaways, the Champions and, most frequently, Spider-Man (Peter Parker). Meyer is also continually pursued by government agencies like Interpol for his role in Nazi war crimes and by other super villains looking to recruit him for their own nefarious schemes.

After many years of failed world-conquering plans, Swarm has lowered his ambitions. These days, he spends most of his time just trying to be a general nuisance to the super-hero community. He was recently spotted outside the newly reopened Avengers Academy, harassing the freshman class.

### PERSONALITY

Meyer is a Nazi at his core, but now that his core is made of bees, his conception of the "master race" has shifted. He dreams of creating a new world of powerful insectoids that he can rule over. Most heroes consider him a joke, but he can be a dangerous foe under the right circumstances.

## DAMAGE

MELEE

MARVEL  
dMarvel

x 3

+

2

ABILITY

AGILITY

MARVEL  
dMarvel

x 4

+

5

ABILITY

EGO

MARVEL  
dMarvel

x 3

+

0

ABILITY

LOGIC

MARVEL  
dMarvel

x 4

+

2

ABILITY

## POWERS

### BASIC

- ◆ Accuracy 1
- ◆ Brilliance 1
- ◆ Evasion
- ◆ Flight 2
- ◆ Group Flight

### ELEMENTAL CONTROL (SWARM)

- ◆ Elemental Barrier
- ◆ Elemental Blast
- ◆ Elemental Burst
- ◆ Elemental Form
- ◆ Elemental Protection 1 (10 points to shatter)
- ◆ Elemental Reinforcement

### TELEPATHY

- ◆ Animal Communication (bees)



# SYMBIOTE (UNBONDED)

Art by Ryan Stegman, JP Mayer, Jay Leisten & Frank Martin



**RANK**  
**1**

**KARMA**

—

**HEALTH**  
**30**

**DAMAGE REDUCTION**

—

**FOCUS**  
**30**

**DAMAGE REDUCTION**

—

**SPEED**  
**Run: 4**  
**Climb: 2**  
**Jump: 2**  
**Swim: 2**

**INITIATIVE MODIFIER**

**+1**

## ABILITIES

**ABILITY SCORE**

**DEFENSE SCORE**

**NON-COMBAT CHECKS**

**2**

**MELEE**

**13**

**+3**

**1**

**AGILITY**

**13**

**+1**

**1**

**RESILIENCE**

**11**

**+1**

**1**

**VIGILANCE**

**11**

**+1**

**0**

**EGO**

**10**

**+0**

**0**

**LOGIC**

**10**

**+0**

## TRAITS & TAGS

### TRAITS

- ♦ **Anathema:** Lightning/Anti-Venom
- ♦ Berserker
- ♦ **Connections:** Outsiders
- ♦ Fresh Eyes
- ♦ Small
- ♦ Stranger

### TAGS

- ♦ Alien Heritage
- ♦ Public Identity

## POWERS

### BASIC

- ♦ Brawling
- ♦ Disguise
- ♦ Environmental Protection
- ♦ Healing Factor
- ♦ Mighty 1

## BIOGRAPHY

**Real Name:** Varies

**Height:** Varies **Weight:** Varies

**Gender:** None (it/its)

**Eyes:** Red

**Hair:** None

**Size:** Varies, usually small

**Distinguishing Features:** Shape-shifting symbiote; can vary in color but often black with white markings

**Occupation:** Outsider

**Origin:** Symbiote: Knull

**Teams:** None

**Base:** Mobile

### HISTORY

Symbiotes are an alien species of shapeless, parasitic creatures composed of inorganic material. They require attachment to a sentient host to be able to thrive, and they grant their host increased strength and durability—among other powers—in exchange for sustenance the symbiotes struggle to otherwise obtain. Bonded symbiotes feed on their hosts' emotions too—the stronger, the better.

Symbiotes are sometimes encountered without any hosts. This profile represents unbonded symbiotes from the planet Klyntar.

Sometimes, unbonded symbiotes force an unconscious foe to bond with them, giving them control over the host. See the Symbiotes section of Chapter 10: New Rules for details.

If an unbonded symbiote is reduced to 0 Health or Focus, it becomes formless. If it loses Health or Focus to the point that would kill it, it becomes inert instead. If reduced to inert (or past that point) by its Anathema, it is killed. See Unbonded Symbiotes in Chapter 10: New Rules for details.

### PERSONALITY

Many unbonded symbiotes are part of a hive mind, and the leader of that hive mind—the King in Black—can control them. When they are uncontrolled and on their own, they can be docile and curious creatures—friendly, even—but they can also be voracious and relentless killers.

## DAMAGE

|                |                                                                                                                          |          |                                 |
|----------------|--------------------------------------------------------------------------------------------------------------------------|----------|---------------------------------|
| <b>MELEE</b>   |  <b>x 2</b> <small>MULTIPLIER</small> | <b>+</b> | <b>2</b> <small>ABILITY</small> |
| <b>AGILITY</b> |  <b>x 1</b> <small>MULTIPLIER</small> | <b>+</b> | <b>1</b> <small>ABILITY</small> |
| <b>EGO</b>     |  <b>x 1</b> <small>MULTIPLIER</small> | <b>+</b> | <b>0</b> <small>ABILITY</small> |
| <b>LOGIC</b>   |  <b>x 1</b> <small>MULTIPLIER</small> | <b>+</b> | <b>0</b> <small>ABILITY</small> |



## SYMBIOTE DRAGON

Art by Ryan Stegman, JP Mayer &amp; Frank Martin



RANK

3

KARMA

—

HEALTH

120

DAMAGE

REDUCTION

-1

FOCUS

90

DAMAGE

REDUCTION

—

SPEED

Run: 30  
Climb: 30  
Swim: 15  
Jump: 15  
Flight: 18

INITIATIVE

MODIFIER

+3

## ABILITIES

ABILITY  
SCOREDEFENSE  
SCORENON-COMBAT  
CHECKS

4

MELEE

12

+5

5

AGILITY

13

+5

4

RESILIENCE

14

+4

3

VIGILANCE

13

+3

0

EGO

10

+0

0

LOGIC

10

+0

## TRAITS &amp; TAGS

## TRAITS

- ◆ **Anathema:** Lightning/Anti-Venom
- ◆ Berserker
- ◆ **Connections:** Outsiders
- ◆ Extraordinary Origin
- ◆ Fresh Eyes
- ◆ Hive Mind
- ◆ Monster
- ◆ Stranger
- ◆ **Unusual Size:** Huge

## TAGS

- ◆ Alien Heritage
- ◆ Mute (speak in roars)
- ◆ Public Identity

## DAMAGE

MELEE



x 5

+

4

ABILITY

AGILITY



x 3

+

5

ABILITY

EGO



x 3

+

0

ABILITY

LOGIC



x 3

+

0

ABILITY

## BIOGRAPHY

**Real Name:** Varies**Height:** Varies **Weight:** Varies**Gender:** None (it/its)**Eyes:** Varies, usually white or red**Hair:** None**Size:** Varies, usually huge**Distinguishing Features:** Dragon-like creatures molded from several symbiotes bonded together**Occupation:** Outsider**Origin:** Monstrous, Symbiote: Knull**Teams:** Symbiote Hive**Base:** Mobile**HISTORY**

The god of the abyss, Knull, created many servants, but one of his earliest efforts produced the symbiote dragons: gigantic winged creatures that he could control through a hive mind. As they were capable of spaceflight, he sent them out to conquer the universe in his name. The most notorious pair of these creatures became known as Grendel and Grendel's mother after they came to Earth and Thor defeated them, as depicted in the epic poem *Beowulf*.

Symbiote dragons do not generally bond with hosts, but when they are injured, parts that fall from them can become regular symbiotes. These creatures can bond with anyone they meet, mentally dominating them and taking them over for Knull to control as the King in Black.

In addition, symbiote dragons can combine to form even larger creatures or constructs. When Knull was captured, the symbiote dragons were used to form the planet-sized prison that came to be called Klyntar. Similarly, when Knull assaulted Earth, he combined countless symbiote dragons to engulf the entire planet, blotting out the sun. During the invasion, other symbiote dragons combined over Shanghai to form a gigantic representation of Chiyu, a god of darkness. Similarly, American Kaiju—a giant monster created by the U.S. government—fought a skyscraper-sized two-headed dragon in New York City.

After Knull's defeat, Eddie Brock became the King in Black and took control of the hive mind that connected all of the god's symbiotes and symbiote dragons.

**PERSONALITY**

Though technically sentient, the symbiote dragons look and act more like mindless monsters. When symbiotes merge to form dragons, their higher cognitive functions are subsumed into the symbiote hive mind. They rarely speak—except in roars—and they exist primarily to do the bidding of the King in Black, whoever that may be.

## POWERS

**BASIC**

- ◆ Additional Limbs
- ◆ Environmental Protection
- ◆ Flight 2
- ◆ Mighty 1

**MELEE WEAPONS (SHARP)**

- ◆ Fast Attacks
- ◆ Hit & Run
- ◆ Vicious Attack
- ◆ Whirling Frenzy

**PLASTICITY**

- ◆ Flexible Bones 1

**SPIDER-POWERS**

- ◆ Wallcrawling



# SYMBIOTE SPIDER-MAN

Art by Greg Land & Frank D'Armata



RANK  
**5**

KARMA  
—

HEALTH  
**150**

DAMAGE  
REDUCTION  
—

FOCUS  
**120**

DAMAGE  
REDUCTION  
—

SPEED  
Run/Climb: 6  
Glide: 12  
Swim: 3  
Jump: 30  
Swingline: 18

INITIATIVE  
MODIFIER  
**+4E**

## ABILITIES

| ABILITY<br>SCORE       | DEFENSE<br>SCORE | NON-COMBAT<br>CHECKS |
|------------------------|------------------|----------------------|
| <b>6</b><br>MELEE      | <b>20</b>        | <b>+8</b>            |
| <b>8</b><br>AGILITY    | <b>20</b>        | <b>+8</b>            |
| <b>5</b><br>RESILIENCE | <b>15</b>        | <b>+5</b>            |
| <b>4</b><br>VIGILANCE  | <b>14</b>        | <b>+4</b>            |
| <b>0</b><br>EGO        | <b>10</b>        | <b>+0</b>            |
| <b>4</b><br>LOGIC      | <b>14</b>        | <b>+5</b>            |

## DAMAGE

| MELEE                                                             | AGILITY                                                           | EGO                                                               | LOGIC                                                             |
|-------------------------------------------------------------------|-------------------------------------------------------------------|-------------------------------------------------------------------|-------------------------------------------------------------------|
| <b>MARVEL</b> x <b>7</b> + <b>6</b><br>dMarvel MULTIPLIER ABILITY | <b>MARVEL</b> x <b>5</b> + <b>8</b><br>dMarvel MULTIPLIER ABILITY | <b>MARVEL</b> x <b>5</b> + <b>0</b><br>dMarvel MULTIPLIER ABILITY | <b>MARVEL</b> x <b>6</b> + <b>4</b><br>dMarvel MULTIPLIER ABILITY |

## TRAITS & TAGS

### TRAITS

- ♦ **Anathema:** Extreme Heat/Extreme Sonics/Anti-Venom
- ♦ Audience
- ♦ Berserker
- ♦ Combat Reflexes
- ♦ **Connections:** Sources
- ♦ Extraordinary Origin
- ♦ Free Running
- ♦ Inventor
- ♦ Pundit
- ♦ Scientific Expertise
- ♦ Symbiotic Spider-Blinder
- ♦ Weird

### TAGS

- ♦ Lab Access
- ♦ **Obligation:** Aunt May
- ♦ Poor
- ♦ Secret Identity

## POWERS

### BASIC

- ♦ Brilliance 1
- ♦ Combat Trickery
- ♦ Disguise
- ♦ Environmental Protection
- ♦ Evasion
- ♦ Inspiration
- ♦ Mighty 2
- ♦ Slow-Motion Dodge
- ♦ Wisecracker

### SPIDER-POWERS

- ♦ Jump 2
- ♦ Spider-Dodge
- ♦ Spider-Sense
- ♦ Spider-Strike
- ♦ Wallcrawling
- ♦ Webcasting
- ♦ Webgliding
- ♦ Webgrabbing
- ♦ Webslinging
- ♦ Webtrapping

## BIOGRAPHY

**Real Name:** Peter Parker

**Height:** 5'10" **Weight:** 170 lbs. **Gender:** Male

**Eyes:** Hazel **Hair:** Brown **Size:** Average

**Distinguishing Features:** None

**Occupation:** Journalist

**Origin:** Symbiote: Venom, Weird Science

**Teams:** Avengers, Fantastic Four

**Base:** New York City

### HISTORY

Bitten by a radioactive spider when he was in high school, Peter Parker gained a suite of spider-related powers. He exploited them for profit until he let a robber get away, and this man later shot and killed his Uncle Ben in a botched burglary, driving home the lesson "with great power there must also come great responsibility." Since then, Parker has dedicated himself to fighting crime and helping those who have less power than him.

Some years ago, Parker discovered that one of his costumes was an unstable and violent alien symbiote named Venom. This profile represents Spider-Man during the period of his life immediately before he learned the true nature of his black suit, when it was quietly taking his body out at night to hunt down and devour the locals. The suit makes Parker more powerful than normal, but it also limits his self-control, making him less heroic, and when Parker is asleep or otherwise incapacitated, it can take him over entirely.

### PERSONALITY

Parker is a genius who often lets his sense of responsibility get in the way of taking care of the basics of his life. He's known for his sharp wit and wisecracking ways, which he often uses to enrage his foes. Despite the problems that often plague his personal life, it's rare that he lets feeling sorry for himself stop him from helping others, especially when he's in costume, webslinging through the city's streets.

Though Parker has not yet realized it, the Venom symbiote has been accentuating his negative impulses, making him selfish and violent, effectively isolating him from his closest friends. Parker is still a hero in his heart, and some part of him is resisting the suit's influence, but as long as he's wearing it, he remains a threat to everyone around him.



# TERESA PARKER

Art by Adam Kubert &amp; Jordie Bellaire



RANK

3

KARMA

3

HEALTH

60

DAMAGE  
REDUCTION

—

FOCUS

120

DAMAGE  
REDUCTION

—

SPEED

Run: 5  
Climb: 3  
Swim: 3  
Jump: 3  
Flight: 15

INITIATIVE  
MODIFIER

+4

## ABILITIES

ABILITY  
SCORE

2

MELEE

DEFENSE  
SCORE

12

NON-COMBAT  
CHECKS

+2

4

AGILITY

14

+5

2

RESILIENCE

12

+2

4

VIGILANCE

14

+4

2

EGO

12

+2

1

LOGIC

11

+1

## TRAITS & TAGS

### TRAITS

- ◆ Connections: Espionage
- ◆ Determination
- ◆ Extraordinary Origin
- ◆ Investigation
- ◆ Leverage
- ◆ Piloting
- ◆ Tech Reliance

### TAGS

- ◆ Authority
- ◆ Backup
- ◆ Black Market Access
- ◆ Heroic
- ◆ Public Identity

## BIOGRAPHY

**Real Name:** Teresa Elizabeth Parker

**Height:** 5'7"

**Weight:** 135 lbs.

**Gender:** Female

**Eyes:** Blue

**Hair:** Brown

**Size:** Average

**Distinguishing Features:** None

**Occupation:** Spy

**Origin:** High Tech, Special Training

**Teams:** C.I.A., S.H.I.E.L.D.

**Base:** Mobile

### HISTORY

Teresa Parker is the younger sister of Spider-Man (Peter Parker) and the daughter of deceased undercover C.I.A. agents Richard and Mary Parker. Having grown increasingly paranoid after Peter was born, Richard and Mary chose to keep Teresa's birth a secret from everyone, even Peter. She survived the plane crash that claimed her parents' lives and was put up for adoption shortly thereafter, unaware that she had a brother.

Teresa spent much of her adolescence investigating her origins, discovering the truth only after she was recruited by her parents' former employers: the C.I.A. In her new job, she discovered a plot by Kingpin (Wilson Fisk) to restore his criminal enterprise that involved kidnapping Peter Parker. While looking into Peter and his parents, Teresa found long-buried documents proving she was his sister. She revealed herself to Peter, and together, they foiled the Kingpin's plot.

Having fulfilled her life's mission, Teresa left the C.I.A. to take a position with S.H.I.E.L.D. She knows Peter's secret identity and has fought alongside Spider-Man a number of times since, and while her parentage has occasionally been called into question, the pair have come to accept each other as siblings.

### PERSONALITY

Being a C.I.A. spy means that Teresa is all about the cloak-and-dagger lifestyle, but she nonetheless has a similar moral compass to Peter, and she tries her best to use her skills responsibly. She still holds a lot of anger over her parents' deaths, but she never lets her emotional hang-ups get in the way of doing the right thing. She's smart, and her extensive combat training makes her a formidable opponent.

## POWERS

### BASIC

- ◆ Accuracy 1
- ◆ Flight 2
- ◆ Inspiration

### MARTIAL ARTS

- ◆ Attack Stance
- ◆ Banging Heads
- ◆ Defense Stance

### RANGED WEAPONS

- ◆ Double Tap
- ◆ Point-Blank Parry
- ◆ Sniping
- ◆ Stopping Power

### TACTICS

- ◆ Battle Plan

## DAMAGE

|         |                                                                                         |   |         |
|---------|-----------------------------------------------------------------------------------------|---|---------|
| MELEE   |  x 3 | + | 2       |
|         | MULTIPLIER                                                                              |   | ABILITY |
| AGILITY |  x 4 | + | 4       |
|         | MULTIPLIER                                                                              |   | ABILITY |
| EGO     |  x 3 | + | 2       |
|         | MULTIPLIER                                                                              |   | ABILITY |
| LOGIC   |  x 3 | + | 1       |
|         | MULTIPLIER                                                                              |   | ABILITY |



# TINKERER

Art by Steve Ditko



RANK

2

KARMA

—

HEALTH

10

DAMAGE  
REDUCTION

—

FOCUS

60

DAMAGE  
REDUCTION

—

SPEED

Run: 5

Climb: 3

Swim: 3

Jump: 3

INITIATIVE  
MODIFIER

+2

## ABILITIES

ABILITY  
SCORE

DEFENSE  
SCORE

NON-COMBAT  
CHECKS

0

MELEE

10

+0

2

AGILITY

12

+2

0

RESILIENCE

10

+0

2

VIGILANCE

12

+2

1

EGO

11

+1

5

LOGIC

15

+7

## TRAITS & TAGS

### TRAITS

- ◆ Connections: Super Villains
- ◆ Gearhead
- ◆ Inventor
- ◆ Scientific Expertise
- ◆ Tech Reliance

### TAGS

- ◆ Black Market Access
- ◆ Convict
- ◆ Lab Access
- ◆ Public Identity
- ◆ Villainous

## BIOGRAPHY

**Real Name:** Phineas Mason

**Height:** 5'8" **Weight:** 170 lbs. **Gender:** Male

**Eyes:** Gray

**Hair:** Gray, mostly bald, formerly brown

**Size:** Average

**Distinguishing Features:** None

**Occupation:** Engineer

**Origin:** High Tech

**Teams:** Masters of Evil

**Base:** New York City

### HISTORY

Annoyed by the audacity and showmanship of the vigilantes he saw on the news, small-time repair technician Phineas Mason vowed to become a different kind of villain—a quieter, more thoughtful counterpoint to the flashy world of super-heroics. With the help of Mysterio (Quentin Beck), he used his technical expertise to create an underground spy ring, disguising his listening devices as ordinary electronics and his criminal clients as aliens looking to colonize the planet Earth.

In one of his earliest outings as an adventurer, Spider-Man (Peter Parker) shattered Mason's spy ring. However, for years afterward, Parker remained convinced that Mason and his goons had actually been aliens, giving the Tinkerer ample opportunity to rebuild. By the time Mason next appeared in public, he had firmly established himself as one of the top gadget makers and weapon suppliers in the underworld.

Over the years, the Tinkerer has provided vital technical support to dozens of villains, including the Beetle (Abner Jenkins), the Scorpion and even the Kingpin. Although he occasionally dons a battle suit or equips himself with other gizmos and enters the fray directly, his real passion is facilitating the villainy of others.

### PERSONALITY

Although technically an engineer, the Tinkerer behaves like a classic mad scientist. His motives are petty, and his social skills are nonexistent. To him, morality is a foreign concept. He cares only about doing good work—and showing up anyone foolish enough to doubt his technical prowess.

## POWERS

### BASIC

- ◆ Brilliance 2
- ◆ Combat Trickery
- ◆ Inspiration

### ELEMENTAL CONTROL (ENERGY)

- ◆ Elemental Blast
- ◆ Elemental Burst

### TACTICS

- ◆ Battle Plan
- ◆ Change of Plans

## DAMAGE

|         |                                                                                         |            |         |
|---------|-----------------------------------------------------------------------------------------|------------|---------|
| MELEE   |  × 2 | +          | 0       |
|         | dMarvel                                                                                 | MULTIPLIER | ABILITY |
| AGILITY |  × 2 | +          | 2       |
|         | dMarvel                                                                                 | MULTIPLIER | ABILITY |
| EGO     |  × 2 | +          | 1       |
|         | dMarvel                                                                                 | MULTIPLIER | ABILITY |
| LOGIC   |  × 4 | +          | 5       |
|         | dMarvel                                                                                 | MULTIPLIER | ABILITY |



## TOMBSTONE

Art by John Romita Jr., Scott Hanna &amp; Marcio Menyz



RANK

3

KARMA

—

HEALTH

90

DAMAGE  
REDUCTION

-1

FOCUS

60

DAMAGE  
REDUCTION

—

SPEED

Run: 5

Climb: 3

Swim: 3

Jump: 3

INITIATIVE  
MODIFIER

+2

## ABILITIES

ABILITY  
SCORE

2

MELEE

DEFENSE  
SCORE

12

NON-COMBAT  
CHECKS

+3

4

AGILITY

14

+5

3

RESILIENCE

13

+3

2

VIGILANCE

12

+2

3

EGO

13

+3

1

LOGIC

11

+1

## TRAITS &amp; TAGS

## TRAITS

- ◆ Connections: Criminal
- ◆ Dealmaker
- ◆ Leverage
- ◆ Presence
- ◆ Weird

## TAGS

- ◆ Backup
- ◆ Black Market Access
- ◆ Extreme Appearance
- ◆ Public Identity
- ◆ Streetwise
- ◆ Villainous

## BIOGRAPHY

**Real Name:** Alonzo Thompson "Lonnie" Lincoln**Height:** 6'7" **Weight:** 460 lbs. **Gender:** Male**Eyes:** Gray **Hair:** White **Size:** Average**Distinguishing Features:** Hard, gray skin, partially severed nose, teeth filed down into fangs**Occupation:** Criminal**Origin:** Weird Science**Teams:** Maggia, Sinister Six**Base:** New York City

## HISTORY

In high school, future *Daily Bugle* editor Robbie Robertson was threatened by an older kid named Lonnie Lincoln into dropping a story that made Lincoln look bad. Robertson vowed to never again bow down to that kind of pressure, and a few decades later, he had the chance to prove his resolve.

Now a mid-level Maggia enforcer operating under the codename of Tombstone, Lincoln tried to pressure Robertson into dropping a story that was inconvenient for his employers. When Robertson refused, Tombstone broke his back and beat him within an inch of his life.

Mad for revenge, Robertson tracked Tombstone to his hideout, shot him and shoved him into a freezer, not knowing it also contained an experimental chemical reagent that would make Tombstone as tough and strong as his namesake. With his new super-powers, Tombstone rapidly rose in the ranks of the criminal underworld to become the head of his own Harlem-based family.

The two men eventually declared a truce after Robertson discovered that his son Randy was secretly dating Tombstone's daughter, the Beetle (Janice Lincoln). The prospective in-laws both pitched in to throw a wedding for their children, only for the ceremony to be derailed by a Maggia assassination attempt on Tombstone, kicking off a citywide gang war. With help from Spider-Man (Peter Parker), Tombstone ultimately managed to defeat Madame Masque, the instigator of the attack at the wedding—and became the uncontested leader of New York City's underworld.

## PERSONALITY

Tombstone has a soft, raspy voice that pairs well with his quiet brand of evil. Unlike many other super villains, he is not a serial killer or a madman. He is a classic mastermind of organized crime, more concerned with protecting his business interests than with notions of right or wrong.

## DAMAGE

MELEE

MARVEL  
dMarvel

x 4

+

2

ABILITY

AGILITY

MARVEL  
dMarvel

x 4

+

4

ABILITY

EGO

MARVEL  
dMarvel

x 3

+

3

ABILITY

LOGIC

MARVEL  
dMarvel

x 3

+

1

ABILITY

## POWERS

## BASIC

- ◆ Accuracy 1
- ◆ Combat Trickery
- ◆ Inspiration
- ◆ Mighty 1
- ◆ Sturdy 1

## RANGED WEAPONS

- ◆ Double Tap
- ◆ Stopping Power
- ◆ Suppressive Fire

## SUPER-STRENGTH

- ◆ Banging Heads
- ◆ Clobber

## TACTICS

- ◆ Battle Plan
- ◆ Keep Moving



# ULTIMATUM

Art by Marcelo Ferreira, Wayne Faucher & David Curiel



RANK  
**4**

KARMA  
—

HEALTH  
**120**

DAMAGE  
REDUCTION  
**-2**

FOCUS  
**150**

DAMAGE  
REDUCTION  
—

SPEED  
Run: 5  
Climb: 3  
Swim: 3  
Jump: 3

INITIATIVE  
MODIFIER  
**+5E**

## ABILITIES

| ABILITY<br>SCORE       | DEFENSE<br>SCORE | NON-COMBAT<br>CHECKS |
|------------------------|------------------|----------------------|
| <b>6</b><br>MELEE      | <b>16</b>        | <b>+6</b>            |
| <b>2</b><br>AGILITY    | <b>12</b>        | <b>+3</b>            |
| <b>4</b><br>RESILIENCE | <b>14</b>        | <b>+4</b>            |
| <b>5</b><br>VIGILANCE  | <b>15</b>        | <b>+5</b>            |
| <b>1</b><br>EGO        | <b>11</b>        | <b>+1</b>            |
| <b>2</b><br>LOGIC      | <b>12</b>        | <b>+2</b>            |

## DAMAGE

| MELEE                                                             | AGILITY                                                           | EGO                                                               | LOGIC                                                             |
|-------------------------------------------------------------------|-------------------------------------------------------------------|-------------------------------------------------------------------|-------------------------------------------------------------------|
| <b>MARVEL</b> x <b>4</b> + <b>6</b><br>dMarvel MULTIPLIER ABILITY | <b>MARVEL</b> x <b>5</b> + <b>2</b><br>dMarvel MULTIPLIER ABILITY | <b>MARVEL</b> x <b>4</b> + <b>1</b><br>dMarvel MULTIPLIER ABILITY | <b>MARVEL</b> x <b>4</b> + <b>2</b><br>dMarvel MULTIPLIER ABILITY |

## TRAITS & TAGS

### TRAITS

- ♦ Combat Expert
- ♦ **Connections:** Criminal
- ♦ Gearhead
- ♦ Situational Awareness
- ♦ Skeptical
- ♦ Tech Reliance

### TAGS

- ♦ Black Market Access
- ♦ Convict
- ♦ Public Identity
- ♦ **Signature Weapon:** Ultimate Captain America's shield
- ♦ Streetwise
- ♦ Villainous

## BIOGRAPHY

**Real Name:** Miles Morales

**Height:** Varies, normally 5'9"

**Weight:** Varies, normally 180 lbs.

**Gender:** Male

**Eyes:** Brown **Hair:** Black **Size:** Average

**Distinguishing Features:** Significant facial scarring

**Occupation:** Criminal

**Origin:** High Tech: Pym Particles

**Teams:** Maggia

**Base:** New York City

### HISTORY

When Spider-Man (Miles Morales) and his family were moved from Earth-1610 to Earth-616, they were not aware that another version of Morales was already living in Earth-616 and had been for decades.

This native incarnation of Morales was a middle-aged gangster who grew up working for the Rigoletto crime family alongside the future Kingpin (Wilson Fisk). Later in life, Fisk used his considerable resources to help this adult Morales escape his life of crime and settle down with a woman named Barbara Sanchez. After she died unexpectedly, the adult Morales returned to his old life, determined to find a way to bring her back. On Fisk's advice, he traveled to Earth-1610, where he found a living version of Sanchez. Unfortunately, he couldn't connect with this other woman, and he eventually dropped her in favor of a new obsession.

Having heard tales of Spider-Man's heroic exploits, the adult Morales slowly became convinced that the Earth-1610 version of him had somehow stolen his life. Determined to defeat the wall-crawler, he nabbed a bunch of high-tech equipment from the Ultimates' headquarters and returned to Earth-616.

As the insidious Ultimatum, the adult Morales enacted a series of schemes to torture Spider-Man and, in the end, send him back to Earth-1610. With help from the Prowler (Aaron Davis), Spider-Man eventually turned the tables on Ultimatum and trapped him in a space between dimensions.

### PERSONALITY

Though he may share a real name with Spider-Man, Ultimatum couldn't be more different from his Earth-1610 counterpart. He's reserved, prideful, selfish and severely lacking in empathy—everything Spider-Man is not.

## POWERS

### BASIC

- ♦ Accuracy 1

### ELEMENTAL CONTROL (ENERGY/SOUND)

- ♦ Elemental Burst

### RESIZE

- ♦ Grow 4
- ♦ Growing Attack
- ♦ Resize Object

### SHIELD BEARER

- ♦ Hurlled Shield Bash
- ♦ Immovable
- ♦ Rico-Shield
- ♦ Shield 2
- ♦ Shield Bash
- ♦ Shield Deflection



## VENOM

Art by Nic Klein



RANK

4

KARMA

—

HEALTH

60

DAMAGE  
REDUCTION

—

FOCUS

90

DAMAGE  
REDUCTION

—

SPEED

Run/Climb: 6  
Swim: 3  
Jump: 6  
Glide: 12  
Swingline: 18

INITIATIVE  
MODIFIER

+2

## ABILITIES

ABILITY  
SCOREDEFENSE  
SCORENON-COMBAT  
CHECKS

6

MELEE

16

+8

5

AGILITY

15

+5

3

RESILIENCE

13

+3

2

VIGILANCE

12

+2

4

EGO

14

+4

0

LOGIC

10

+0

## TRAITS &amp; TAGS

## TRAITS

- ♦ **Anathema:**  
Extreme Heat/  
Extreme Sonics/  
Anti-Venom
- ♦ Audience
- ♦ Berserker
- ♦ Bloodthirsty
- ♦ Combat  
Reflexes
- ♦ **Connections:**  
Sources
- ♦ Free Running
- ♦ Loner
- ♦ Pundit
- ♦ Symbiotic  
Spider-Blinder

## TAGS

- ♦ Black Market  
Access
- ♦ Poor
- ♦ Public Identity
- ♦ Streetwise

## POWERS

## BASIC

- ♦ Disguise
- ♦ Environmental  
Protection
- ♦ Healing Factor
- ♦ Heightened Senses 1
- ♦ Mighty 2

MELEE WEAPONS  
(SHARP)

- ♦ Fast Attacks
- ♦ Vicious Attack
- ♦ Whirling Frenzy

## SPIDER-POWERS

- ♦ Jump 1
- ♦ Spider-Dodge
- ♦ Spider-Strike
- ♦ Wallcrawling
- ♦ Webcasting
- ♦ Webgliding
- ♦ Webgrabbing
- ♦ Webslinging
- ♦ Webtrapping

## BIOGRAPHY

**Real Name:** Edward Charles Allan "Eddie" Brock**Height:** 6'3" **Weight:** 260 lbs. **Gender:** Male**Eyes:** Blue **Hair:** Blond **Size:** Average**Distinguishing Features:** Venom form has retractable claws, fangs and an unnaturally long tongue**Occupation:** Journalist**Origin:** Symbiote: Venom**Teams:** Sinister Six, Symbiote Hive**Base:** New York City

## HISTORY

Eddie Brock was disgraced as a journalist after Spider-Man (Peter Parker) unknowingly discredited the biggest story of his career. Outcast and despondent, Eddie went to a church to pray for a way out. Unbeknownst to him, Spider-Man was there too, wrestling with an alien symbiote he'd been wearing as a costume. Once Spider-Man rid himself of the symbiote, it found and bonded itself to Eddie and the two vowed to take revenge on Spider-Man as Venom.

Eddie has since managed to rein in his anger and the symbiote's murderous tendencies. For a while, he parted from Venom and bonded with other symbiotes spawned from it—Anti-Venom and Toxin—but he eventually returned to the original.

After defeating Knull, king of the symbiotes, Brock broke his bond with Venom to become the godlike King in Black, a throne he subsequently lost.

## PERSONALITY

Although he can still be murderously unstable, Eddie has softened over the years. These days, he's more concerned with becoming a hero in his own right and protecting his son, Dylan, who has also bonded with the Venom symbiote.

## DAMAGE

MELEE



x 6

+

6

ABILITY

AGILITY



x 4

+

5

ABILITY

EGO



x 4

+

4

ABILITY

LOGIC



x 4

+

0

ABILITY



# VENOM (EARTH-1048)

Art by Danilo S. Beyruth & Ceci De La Cruz



RANK  
**4**

KARMA  
—

HEALTH  
**120**

DAMAGE  
REDUCTION  
—

FOCUS  
**60**

DAMAGE  
REDUCTION  
—

SPEED  
Run: 6  
Climb: 6  
Swim: 3  
Jump: 6  
Swingline: 18

INITIATIVE  
MODIFIER  
**+2**

## ABILITIES

| ABILITY SCORE          | DEFENSE SCORE | NON-COMBAT CHECKS |
|------------------------|---------------|-------------------|
| <b>6</b><br>MELEE      | <b>15</b>     | <b>+8</b>         |
| <b>4</b><br>AGILITY    | <b>13</b>     | <b>+4</b>         |
| <b>4</b><br>RESILIENCE | <b>14</b>     | <b>+4</b>         |
| <b>2</b><br>VIGILANCE  | <b>12</b>     | <b>+2</b>         |
| <b>1</b><br>EGO        | <b>11</b>     | <b>+1</b>         |
| <b>3</b><br>LOGIC      | <b>13</b>     | <b>+4</b>         |

## DAMAGE

| MELEE                                                             | AGILITY                                                           | EGO                                                               | LOGIC                                                             |
|-------------------------------------------------------------------|-------------------------------------------------------------------|-------------------------------------------------------------------|-------------------------------------------------------------------|
| <b>MARVEL</b> x <b>6</b> + <b>6</b><br>dMarvel MULTIPLIER ABILITY | <b>MARVEL</b> x <b>4</b> + <b>4</b><br>dMarvel MULTIPLIER ABILITY | <b>MARVEL</b> x <b>4</b> + <b>1</b><br>dMarvel MULTIPLIER ABILITY | <b>MARVEL</b> x <b>5</b> + <b>3</b><br>dMarvel MULTIPLIER ABILITY |

## TRAITS & TAGS

### TRAITS

- ◆ Anathema: Extreme Heat/Extreme Sonics/Anti-Venom
- ◆ Berserker
- ◆ Big
- ◆ Bloodthirsty
- ◆ Combat Reflexes
- ◆ Free Running
- ◆ Inventor
- ◆ Scientific Expertise
- ◆ Symbiotic Spider-Blinder

### TAGS

- ◆ Alternate Form
- ◆ Extreme Appearance (in alternate form)
- ◆ Lab Access
- ◆ Rich
- ◆ Secret Identity
- ◆ Villainous

## POWERS

### BASIC

- ◆ Brilliance 1
- ◆ Disguise
- ◆ Environmental Protection
- ◆ Healing Factor
- ◆ Mighty 2

### SPIDER-POWERS

- ◆ Jump 1
- ◆ Spider-Strike
- ◆ Wallcrawling
- ◆ Webcasting
- ◆ Webgrabbing
- ◆ Webslinging
- ◆ Webtrapping

### SUPER-STRENGTH

- ◆ Clobber
- ◆ Crushing Grip
- ◆ Ground-Shaking Stomp
- ◆ Immovable
- ◆ Smash

## BIOGRAPHY

**Real Name:** Harold "Harry" Osborn

**Height:** 5'10", 6'6" (in alternate form)

**Weight:** 169 lbs., 542 lbs. (in alternate form)

**Gender:** Male

**Eyes:** Green **Hair:** Red

**Size:** Average, big (in alternate form)

**Distinguishing Features:** Venom form has retractable claws, fangs and an unnaturally long tongue

**Occupation:** Scientist

**Origin:** Symbiote: Venom

**Teams:** Symbiote Hive

**Base:** New York City (Earth-1048)

### HISTORY

As lifelong best friends, Harry Osborn and Peter Parker promised each other that, when they grew up, they would use their scientific talents to make the world a better place.

Unfortunately, Osborn would be cursed with a life in stasis. Stricken with a rare and painful degenerative nerve disease, he did get to spend most of his adult life in a lab, but as a subject rather than a scientist.

All Harry really wanted to do was to get back to his work, but his father, Norman, was determined to cure the disease, no matter the cost. After multiple unsuccessful and disastrous attempts at developing a traditional cure, Norman was willing to try anything, even sticking his son into a vat with an alien symbiote.

Though the symbiote did initially seem to work as a treatment for Harry's disease, it quickly abandoned him for a stronger host—Parker. By feeding off Parker's abilities, it transformed itself into a powerful and autonomous entity capable of mass murder. Parker eventually managed to separate himself from the monstrous creature and contain it, but Harry, in a fit of resentment, broke the symbiote's container and bonded with it again.

In the resulting carnage, wide swaths of New York City were transformed into symbiotic monstrosities. Although Parker eventually freed Harry from the symbiote's grasp, the strain of the whole incident put Harry into a coma.

### PERSONALITY

Harry Osborn is a sweet man, a thoughtful scientist and, most of all, a good friend. The Venom symbiote manipulated his resentment over his health issues to put itself into a position to take over New York City, but Harry himself would never hurt a soul.



# VENTURE 2099

Art by Rick Leonardi, Al Williamson & Noelle Giddings



RANK

3

KARMA

—

HEALTH

90

DAMAGE  
REDUCTION

-1

FOCUS

150

DAMAGE  
REDUCTION

—

SPEED

Run: 5  
Climb: 3  
Swim: 3  
Jump: 3  
Flight: 15

INITIATIVE  
MODIFIER

+4E

## ABILITIES

ABILITY  
SCORE

3

MELEE

DEFENSE  
SCORE

13

NON-COMBAT  
CHECKS

+4

3

AGILITY

13

+4

3

RESILIENCE

13

+3

4

VIGILANCE

14

+4

1

EGO

11

+1

1

LOGIC

11

+1

## TRAITS & TAGS

### TRAITS

- ♦ Battle Ready
- ♦ **Connections:** Super Villains
- ♦ Fearless
- ♦ Investigation
- ♦ Situational Awareness
- ♦ Tech Reliance

### TAGS

- ♦ Black Market Access
- ♦ Extreme Appearance
- ♦ Public Identity
- ♦ Villainous

## POWERS

### BASIC

- ♦ Accuracy 1
- ♦ Flight 1
- ♦ Heightened Senses 1
- ♦ Mighty 1
- ♦ Sturdy 1

### MELEE WEAPONS (BLUNT)

- ♦ Fast Attacks
- ♦ Vicious Attack

### RANGED WEAPONS

- ♦ Double Tap
- ♦ Fast Hands
- ♦ Point-Blank Parry
- ♦ Snap Shooting
- ♦ Sniping
- ♦ Stopping Power

## BIOGRAPHY

**Real Name:** Unknown

**Height:** 6' **Weight:** 366 lbs. **Gender:** Male

**Eyes:** Red **Hair:** Black **Size:** Average

**Distinguishing Features:** Significant cybernetic implants replacing limbs, eyes and ears

**Occupation:** Adventurer

**Origin:** High Tech: Cybernetics

**Teams:** Alchemax

**Base:** Nueva York (Earth-928)

### HISTORY

Venture is a psionically enhanced cyborg bounty hunter from Earth-928. He values human life very little, prefers technology and kills without hesitation. He is considered to be Alchemax's best enforcer and one of the oldest foes of Spider-Man (Miguel O'Hara).

Shortly after the accident at Alchemax that gave Spider-Man his powers, company president Tyler Stone hired Venture to investigate. Wrongly believing that the new Spider-Man had broken into the lab, Stone sent the bounty hunter to capture him. Venture tracked O'Hara back to his apartment and forced a confrontation by threatening members of the Church of Thor who had tried to intervene, killing one of them. Although Venture was briefly able to capture Spider-Man, the wall-crawler eventually broke free and defeated him.

Though he is an indisputably skilled bounty hunter, Venture's tough-guy ego often prevents him from taking his enemies seriously, costing him in fights.

### PERSONALITY

Venture has the looks of a cowboy, but he lacks the heart of one. He kills with impunity, and how quickly he does so is determined only by how much he is getting paid. He thinks highly of himself and takes any chance he can to let everyone know how easy bounty hunting is for a consummate professional such as himself.

## DAMAGE

|         |                                                                                         |   |   |
|---------|-----------------------------------------------------------------------------------------|---|---|
| MELEE   |  x 4 | + | 3 |
| AGILITY |  x 4 | + | 3 |
| EGO     |  x 3 | + | 1 |
| LOGIC   |  x 3 | + | 1 |



# VERMIN

Art by Phil Jimenez, Mark Pennington, Chris Chuckry & Jeremy Cox



**RANK**  
**3**

**KARMA**  
—

**HEALTH**  
**60**

**DAMAGE REDUCTION**  
**-1**

**FOCUS**  
**90**

**DAMAGE REDUCTION**  
—

**SPEED**  
**Run: 6**  
**Climb: 6**  
**Swim: 3**  
**Jump: 6**

**INITIATIVE MODIFIER**  
**+3E**

## ABILITIES

| ABILITY SCORE          | DEFENSE SCORE | NON-COMBAT CHECKS |
|------------------------|---------------|-------------------|
| <b>5</b><br>MELEE      | <b>15</b>     | <b>+6</b>         |
| <b>5</b><br>AGILITY    | <b>15</b>     | <b>+5</b>         |
| <b>2</b><br>RESILIENCE | <b>12</b>     | <b>+2</b>         |
| <b>3</b><br>VIGILANCE  | <b>13</b>     | <b>+3</b>         |
| <b>0</b><br>EGO        | <b>10</b>     | <b>+0</b>         |
| <b>0</b><br>LOGIC      | <b>10</b>     | <b>+0</b>         |

## DAMAGE

| ABILITY        | MULTIPLIER | ABILITY  |
|----------------|------------|----------|
| <b>MELEE</b>   | <b>4</b>   | <b>5</b> |
| <b>AGILITY</b> | <b>3</b>   | <b>5</b> |
| <b>EGO</b>     | <b>3</b>   | <b>0</b> |
| <b>LOGIC</b>   | <b>3</b>   | <b>0</b> |

## BIOGRAPHY

**Real Name:** Edward Whelan  
**Height:** 6' **Weight:** 220 lbs. **Gender:** Male  
**Eyes:** Red **Hair:** Brown **Size:** Average  
**Distinguishing Features:** Ratlike body with brown fur, tail, sharp claws and teeth  
**Occupation:** Adventurer  
**Origin:** Weird Science  
**Teams:** Hydra, the Vermin  
**Base:** New York City

### HISTORY

Baron Zemo and Arnim Zola kidnapped a random unhoused man named Edward Whelan off a street in New York City and fused the man's DNA with that of a rat found living on the same road. The experiment drove Whelan insane, so the fascists had no trouble convincing the newly anointed Vermin to attack their old enemy, Captain America (Steve Rogers). However, after several unsuccessful bouts with the first Avenger, Vermin went rogue and took to living in the sewers beneath Manhattan, hunting the people of the surface world for sustenance.

Since then, Vermin and his pet rats have fought with dozens of other super-powered individuals, most commonly Spider-Man (Peter Parker) and the web-slinger's mortal enemy Kraven.

Appropriately enough, it was during Kraven's self-proclaimed Great Hunt that Arcade injected Vermin with an experimental drug, causing him to spontaneously duplicate for a time. These days, dozens of copies of Vermin live in the New York sewers, popping up now and again to kidnap unsuspecting citizens from the streets above.

### PERSONALITY

Although he initially retained a near-human level of intelligence, years of sewer life have made Vermin into an increasingly vicious and animalistic creature. He speaks in short sentences, often no more than a few words long, with a soft, hissing voice akin to the sounds rats make. He remembers little of his life before becoming Vermin.

## TRAITS & TAGS

### TRAITS

- ♦ Bloodthirsty
- ♦ Combat Reflexes
- ♦ **Connections:** Super Villains
- ♦ Fearless
- ♦ Situational Awareness
- ♦ Weird

### TAGS

- ♦ Black Market Access
- ♦ Extreme Appearance
- ♦ Public Identity
- ♦ Villainous

## POWERS

### BASIC

- ♦ Heightened Senses 1
- ♦ Mighty 1
- ♦ Sturdy 1

### MELEE WEAPONS (SHARP)

- ♦ Fast Attacks
- ♦ Furious Attacks
- ♦ Hit & Run
- ♦ Vicious Attack
- ♦ Whirling Frenzy

### SPIDER-POWERS

- ♦ Jump 1
- ♦ Spider-Dodge
- ♦ Wallcrawling

### TELEPATHY

- ♦ Animal Communication (rodents)



# VULTURE

Art by Federico Vicentini &amp; Bryan Valenza



RANK

3

KARMA

—

HEALTH

60

DAMAGE  
REDUCTION

-1

FOCUS

60

DAMAGE  
REDUCTION

—

SPEED

Run: 6  
Climb: 3  
Swim: 3  
Jump: 3  
Flight: 18

INITIATIVE  
MODIFIER

+2

## ABILITIES

ABILITY  
SCORE

3

MELEE

DEFENSE  
SCORE

13

NON-COMBAT  
CHECKS

+4

5

AGILITY

15

+5

2

RESILIENCE

12

+2

2

VIGILANCE

12

+2

0

EGO

10

+0

3

LOGIC

13

+3

## TRAITS & TAGS

### TRAITS

- ♦ Abrasive
- ♦ Combat Reflexes
- ♦ **Connections:** Criminal
- ♦ Extra Occupation
- ♦ Gearhead
- ♦ Inventor
- ♦ **Signature Attack:** Grappling Technique [while flying]
- ♦ Tech Reliance

### TAGS

- ♦ Black Market Access
- ♦ Lab Access
- ♦ Public Identity
- ♦ **Signature Weapon:** Razor Feathers (act as knives; can be thrown)
- ♦ Streetwise
- ♦ Villainous

## POWERS

### BASIC

- ♦ Combat Trickery
- ♦ Flight 2
- ♦ Inspiration
- ♦ Mighty 1
- ♦ Sturdy 1

### MARTIAL ARTS

- ♦ Chain Strikes
- ♦ Fast Strikes
- ♦ Grappling Technique

### MELEE WEAPONS (SHARP)

- ♦ Fast Attacks
- ♦ Hit & Run
- ♦ Whirling Frenzy

## BIOGRAPHY

**Real Name:** Adrian Toomes

**Height:** 5'11"

**Weight:** 175 lbs.

**Gender:** Male

**Eyes:** Hazel

**Hair:** None

**Size:** Average

**Distinguishing Features:** None

**Occupation:** Criminal, Engineer

**Origin:** High Tech

**Teams:** Orchis, Sinister Six, Sinister Twelve

**Base:** New York City

### HISTORY

Adrian Toomes invented a magnetic harness that allowed the person wearing it to fly and gave them superhuman strength. Frustrated after catching his business partner embezzling from their company, he used his invention to turn to crime, robbing places and then flying away before anyone could catch him. Spider-Man (Peter Parker) consistently puts a stop to him.

Over the years, Toomes has been put in and broken out of prison several times. He has run casinos and organized crime rings and worked at improving the technology that gives him his powers. He's at his most dangerous when working with others, but he usually prefers to work on his own.

### PERSONALITY

Toomes is an old man who is bitter about how his life turned out, and he uses that as an excuse for his criminal behavior. His one soft spot is his granddaughter Tiana Toomes, who uses his technology as the costumed adventurer Starling.

## DAMAGE

MELEE

MARVEL  
dMarvel

× 4

+

3

ABILITY

AGILITY

MARVEL  
dMarvel

× 3

+

5

ABILITY

EGO

MARVEL  
dMarvel

× 3

+

0

ABILITY

LOGIC

MARVEL  
dMarvel

× 3

+

3

ABILITY



# WHITE RABBIT

Art by Annie Wu



RANK

2

KARMA

—

HEALTH

60

DAMAGE  
REDUCTION

—

FOCUS

60

DAMAGE  
REDUCTION

—

SPEED

Run: 5  
Climb: 3  
Swim: 3  
Jump: 3  
Flight: 10

INITIATIVE  
MODIFIER

+2

## ABILITIES

ABILITY  
SCORE

DEFENSE  
SCORE

NON-COMBAT  
CHECKS

1

MELEE

11

+1

3

AGILITY

13

+3

2

RESILIENCE

12

+2

2

VIGILANCE

12

+2

2

EGO

12

+2

0

LOGIC

10

+0

## TRAITS & TAGS

### TRAITS

- ◆ Connections: Criminal
- ◆ Dealmaker
- ◆ Presence
- ◆ Tech Reliance

### TAGS

- ◆ Backup (the Menagerie)
- ◆ Black Market Access
- ◆ Convict
- ◆ Public Identity
- ◆ Rich
- ◆ **Signature Weapon:** Mini Carrot Missiles (acts as a rifle)
- ◆ Streetwise
- ◆ Villainous

## BIOGRAPHY

**Real Name:** Lorina Dodson

**Height:** 5'7" **Weight:** 130 lbs. **Gender:** Female

**Eyes:** Blue **Hair:** Blond **Size:** Average

**Distinguishing Features:** None

**Occupation:** Criminal

**Origin:** High Tech

**Teams:** The Menagerie, the Syndicate, Tombstone's gang

**Base:** New York City

### HISTORY

Lorina Dodson was born into money and grew up wanting for nothing. Finding her life to be a horrible bore, she took refuge in the family library and became particularly fond of *Alice in Wonderland*. In her early twenties, her parents married her off to a rich older man, but after finding married life to be just as dull, she murdered her husband and used his money to finance a new life of crime, thrills and intrigue.

As the gadget-laden White Rabbit, Dodson attempted to rob a fast-food restaurant, and in the process, she nearly killed local defender Frog-Man. Spider-Man (Peter Parker) arrived at the last minute to save Frog-Man's life, and together, they took the White Rabbit down.

In return, Dodson developed a lifelong grudge against both Spider-Man and Frog-Man. In the subsequent years, she and her gang of *Alice in Wonderland*-styled goons made dozens of vain attempts to defeat the wall-crawler and his amphibian friend.

Dodson dislikes being subordinate to others, but after so many defeats, she has learned to occasionally swallow her pride and work with other villains outside of her own gang. These days, she spends most of her time helping the all-female Syndicate led by the Beetle (Janice Lincoln) establish itself as a powerhouse in New York's underworld.

### PERSONALITY

Though often treated as a laughingstock by New Yorkers and super villains alike, White Rabbit should not be taken lightly. Her villainy is pure and unbridled. She has no need for money. She robs and maims simply for the love of the game. Though not typically prone to killing, she would break her best friend's legs in a heartbeat if she thought she could get a thrill out of it.

## DAMAGE

|         |                                                                                         |            |         |
|---------|-----------------------------------------------------------------------------------------|------------|---------|
| MELEE   |  x 2 | +          | 1       |
|         | dMarvel                                                                                 | MULTIPLIER | ABILITY |
| AGILITY |  x 2 | +          | 3       |
|         | dMarvel                                                                                 | MULTIPLIER | ABILITY |
| EGO     |  x 2 | +          | 2       |
|         | dMarvel                                                                                 | MULTIPLIER | ABILITY |
| LOGIC   |  x 2 | +          | 0       |
|         | dMarvel                                                                                 | MULTIPLIER | ABILITY |

## POWERS

### BASIC

- ◆ Flight 1
- ◆ Inspiration

### MARTIAL ARTS

- ◆ Defense Stance
- ◆ Fast Stikes
- ◆ Leg Sweep

### RANGED WEAPONS

- ◆ Double Tap
- ◆ Snap Shooting
- ◆ Suppressive Fire



## WRAITH (EARTH-1048)



RANK

2

KARMA

—

HEALTH

30

DAMAGE  
REDUCTION

—

FOCUS

60

DAMAGE  
REDUCTION

—

SPEED

Run: 5

Climb: 3

Swim: 3

Jump: 3

INITIATIVE  
MODIFIER

+2

## ABILITIES

ABILITY  
SCORE

3

MELEE

DEFENSE  
SCORE

13

NON-COMBAT  
CHECKS

+3

3

AGILITY

13

+3

1

RESILIENCE

11

+1

2

VIGILANCE

12

+2

0

EGO

10

+0

1

LOGIC

11

+1

## TRAITS &amp; TAGS

## TRAITS

- ♦ Combat Reflexes
- ♦ **Connections:** Police
- ♦ Determination
- ♦ Interrogation
- ♦ Investigation

## TAGS

- ♦ Authority
- ♦ Backup
- ♦ Black Market Access
- ♦ Secret Identity
- ♦ **Signature Weapon:** Whip (acts as spear)

## POWERS

## BASIC

- ♦ Combat Trickery
- ♦ Slow-Motion Dodge

## MARTIAL ARTS

- ♦ Attack Stance
- ♦ Chain Strikes
- ♦ Defense Stance
- ♦ Do This All Day
- ♦ Fast Strikes
- ♦ Leg Sweep
- ♦ Reverse-Momentum Throw

## BIOGRAPHY

**Real Name:** Yuriko "Yuri" Watanabe**Height:** 5'6"**Weight:** 130 lbs.**Gender:** Female**Eyes:** Brown**Hair:** Black**Size:** Average**Distinguishing Features:** None**Occupation:** Law Enforcer**Origin:** Special Training**Teams:** PDNY**Base:** New York City (Earth-1048)

## HISTORY

Yuri Watanabe always had somewhat nontraditional views on law enforcement. For years, she was a secret contact within the New York police force for Spider-Man (Peter Parker), quietly feeding the vigilante information on jobs that were too tough for the cops to handle. But after half her unit was massacred by Hammerhead's Maggia goons, she went completely rogue. She shot Hammerhead in the head, nearly killing him, and resigned her commission. Rebranding herself as the private mercenary Wraith, Watanabe took to the streets, determined to take out the rest of the Maggia.

In the days since, Wraith has enacted a campaign of mass murder across the city's underworld. Her old friend Spider-Man has been trying his best to apprehend her, but to no avail.

Currently, Wraith has set her sights on the Flame (Cletus Kasady)—the enigmatic leader of a pyromaniac doomsday cult. Spider-Man's efforts to prevent Wraith from assassinating the man have had the unfortunate side effect of allowing the cult leader to steal a piece of the Venom symbiote from Oscorp. Kasady may be lying low for the moment, but when he returns, carnage is sure to follow in his wake.

## PERSONALITY

Watanabe is a grim person with a soft spot for her friends—including, despite it all, Spider-Man. But she has absolutely no sympathy for anyone else. Her only goal in life now is to take down killers, and she refuses to let anyone get in her way, not even her friends.

## DAMAGE

MELEE

MARVEL  
dMarvel

x 2

+

3

ABILITY

AGILITY

MARVEL  
dMarvel

x 2

+

3

ABILITY

EGO

MARVEL  
dMarvel

x 2

+

0

ABILITY

LOGIC

MARVEL  
dMarvel

x 2

+

1

ABILITY



## INNER DEMON



**RANK** 2 **HEALTH** 60 DR:— **FOCUS** 60 DR:—

| ABILITIES     |               |
|---------------|---------------|
| ABILITY SCORE | DEFENSE SCORE |
| 2 MELEE       | 12            |
| 2 AGILITY     | 12            |
| 2 RESILIENCE  | 12            |
| 2 VIGILANCE   | 12            |
| 2 EGO         | 12            |
| 0 LOGIC       | 10            |

| DAMAGE                                                                                      |                                                                                             |
|---------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------|
| MELEE                                                                                       | LOGIC                                                                                       |
|  x 2 + 2 |  x 2 + 2 |
|  x 2 + 2 |  x 2 + 0 |

### POWERS

- ♦ Fast Attacks
- ♦ Healing Factor

### TRAITS

- ♦ Fearless
- ♦ **Signature Weapon:** Katana (+2 Melee damage multiplier bonus)

### TAGS

- ♦ Backup
- ♦ Black Market Access

### ITEMS

- ♦ Katana

## HENCHMEN

## PUBLIC EYE AGENT



**RANK** 2 **HEALTH** 60 DR:— **FOCUS** 60 DR:—

| ABILITIES     |               |
|---------------|---------------|
| ABILITY SCORE | DEFENSE SCORE |
| 2 MELEE       | 12            |
| 2 AGILITY     | 12            |
| 2 RESILIENCE  | 12            |
| 2 VIGILANCE   | 12            |
| 2 EGO         | 12            |
| 0 LOGIC       | 10            |

| DAMAGE                                                                                        |                                                                                               |
|-----------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|
| MELEE                                                                                         | LOGIC                                                                                         |
|  x 2 + 2 |  x 2 + 2 |
|  x 3 + 2 |  x 2 + 0 |

### POWERS

- ♦ Flight 1 
- ♦ Snap Shooting

### TRAITS

- ♦ Interrogation
- ♦ Tech Reliance 

### TAGS

- ♦ Authority
- ♦ Backup
- ♦ Public Identity

### ITEMS

- ♦ Energy Pistol (+1 to Agility damage multiplier, stuns target on a Fantastic success; range 10)

## HENCHMEN

## STREET PUNK



**RANK** 1 **HEALTH** 30 DR:— **FOCUS** 30 DR:—

| ABILITIES     |               |
|---------------|---------------|
| ABILITY SCORE | DEFENSE SCORE |
| 1 MELEE       | 11            |
| 1 AGILITY     | 11            |
| 1 RESILIENCE  | 11            |
| 1 VIGILANCE   | 11            |
| 1 EGO         | 11            |
| 0 LOGIC       | 10            |

| DAMAGE                                                                                        |                                                                                               |
|-----------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|
| MELEE                                                                                         | LOGIC                                                                                         |
|  x 1 + 1 |  x 1 + 1 |
|  x 1 + 1 |  x 1 + 0 |

### POWERS

- ♦ Double Tap

### TRAITS

- ♦ **Connections:** Criminal

### TAGS

- ♦ Black Market Access
- ♦ Streetwise

### ITEMS

- ♦ Pistol (+1 Agility damage multiplier; range 10)

## HENCHMEN



## SPIDERLING

Art by Stephen Segovia, Dan Mexia, Dennis Crisostomo & Don Ho



**RANK**  
1

**HEALTH**  
30 DR:—

**FOCUS**  
30 DR:—

| ABILITIES       |               |
|-----------------|---------------|
| ABILITY SCORE   | DEFENSE SCORE |
| 2<br>MELEE      | 12            |
| 1<br>AGILITY    | 11            |
| 1<br>RESILIENCE | 11            |
| 1<br>VIGILANCE  | 11            |
| 0<br>EGO        | 10            |
| 0<br>LOGIC      | 10            |

### DAMAGE

|         |                                                                                             |       |                                                                                             |
|---------|---------------------------------------------------------------------------------------------|-------|---------------------------------------------------------------------------------------------|
| MELEE   |  x 1 + 2 | EGO   |  x 1 + 0 |
| AGILITY |  x 1 + 1 | LOGIC |  x 1 + 0 |
|         | MULTIPLIER ABILITY                                                                          |       | MULTIPLIER ABILITY                                                                          |

### POWERS

- ♦ Snap Shooting

### TRAITS

- ♦ Situational Awareness

### TAGS

- ♦ Backup

### ITEMS

- ♦ Flash-bang grenade (x2)
- ♦ Rifle (+1 Agility damage multiplier; range 20)

HENCHMEN

## VETERAN MERCENARY

Art by Ramón F. Bachs & Andrew Dalhouse



**RANK**  
2

**HEALTH**  
60 DR:—

**FOCUS**  
90 DR:—

| ABILITIES       |               |
|-----------------|---------------|
| ABILITY SCORE   | DEFENSE SCORE |
| 2<br>MELEE      | 12            |
| 2<br>AGILITY    | 12            |
| 2<br>RESILIENCE | 12            |
| 2<br>VIGILANCE  | 12            |
| 2<br>EGO        | 12            |
| 0<br>LOGIC      | 10            |

### DAMAGE

|         |                                                                                               |       |                                                                                               |
|---------|-----------------------------------------------------------------------------------------------|-------|-----------------------------------------------------------------------------------------------|
| MELEE   |  x 2 + 2 | EGO   |  x 2 + 2 |
| AGILITY |  x 3 + 2 | LOGIC |  x 2 + 0 |
|         | MULTIPLIER ABILITY                                                                            |       | MULTIPLIER ABILITY                                                                            |

### POWERS

- ♦ Accuracy 1
- ♦ Snap Shooting

### TRAITS

- ♦ Battle Ready
- ♦ Situational Awareness

### TAGS

- ♦ Backup
- ♦ Black Market Access

### ITEMS

- ♦ Pistol (+1 Agility damage multiplier; Range 10)
- ♦ Submachine gun (+1 Agility damage multiplier; range 10)

HENCHMEN

## VULTURE'S HENCHMAN

Art by Zé Carlos, Andrew Crossley & Brian Reber



**RANK**  
1

**HEALTH**  
30 DR:—

**FOCUS**  
30 DR:—

| ABILITIES       |               |
|-----------------|---------------|
| ABILITY SCORE   | DEFENSE SCORE |
| 1<br>MELEE      | 11            |
| 1<br>AGILITY    | 11            |
| 1<br>RESILIENCE | 11            |
| 1<br>VIGILANCE  | 11            |
| 1<br>EGO        | 11            |
| 0<br>LOGIC      | 10            |

### DAMAGE

|         |                                                                                               |       |                                                                                               |
|---------|-----------------------------------------------------------------------------------------------|-------|-----------------------------------------------------------------------------------------------|
| MELEE   |  x 1 + 1 | EGO   |  x 1 + 1 |
| AGILITY |  x 1 + 1 | LOGIC |  x 1 + 0 |
|         | MULTIPLIER ABILITY                                                                            |       | MULTIPLIER ABILITY                                                                            |

### POWERS

- ♦ Flight 1

### TRAITS

- ♦ Surprising Power (Flight 1)

### TAGS

- ♦ Black Market Access
- ♦ Streetwise

### ITEMS

- ♦ Pistol (+1 Agility damage multiplier; range 10)

HENCHMEN



## #

**2099** 43–51

A potential future for Earth-616, as seen in several other realities, including Earth-928 and Earth-2099.

## A

**Adventure Hooks** 21, 31, 41, 51, 54–60, 62, 64–66, 68, 69, 71, 73, 74, 77, 79, 89, 101

Idea seeds for adventures that Narrators can tailor to fit their players' team.

**Araña** 53–54, 157

Anya Corazón of Earth-616. She has also used the codename Spider-Girl.

## B

**Bad Karma** 117–118

Borrowing Karma points that the hero does not have, which can come back to bite them.

**Battle Multiplier** 135

The number by which a character's Resilience or Vigilance is multiplied to get their Health or Focus scores. It can be varied as the players prefer.

## C

**Carrion Virus** 119

A virus that the Jackal (Miles Warren) and the new Jackal (Ben Reilly) used in their cloning processes.

**Clones** 81–90, 118

People (or creatures) made from the genetic material of existing people. They are often force-grown to adulthood and appear to be identical duplicates of their source person.

**Codex** 93, 99–100, 120

Information about itself that a symbiote stores inside the cells of a host. Can also refer to information about a host stored in a symbiote hive mind.

**Corroding** 137

The character is being burned by chemicals, and they lose 5 Health at the end of each of their turns. Water can remove the corrosive chemical.

## D

**Disarming** 135

Attempting to take a weapon away from a foe.

## E

**Earth-65** 33–42

A universe in which Gwen Stacy gained Spider-Powers instead of Peter Parker and eventually became known as Ghost-Spider.

**Exhausted** 136

A condition that happens after a character stays awake for too long. When a character is exhausted, they must add +5 to the Focus cost of any powers that have a Focus cost. This penalty ignores the regular cap on spending Focus.

## F

**Frightened** 136

A condition that happens when a character is scared, either freezing them in place or causing them to flee.

## G

**Gadgets** 131

Hacked-together devices created to solve acute problems, often for short-term use.

**Ghost-Spider** 33–42, 170

The spider-powered Gwen Stacy of Earth-65.

## H

**Henchmen** 126, 253–254

Low-rank characters who work in groups. Their profiles have a shorthand format for easy reference.

**Hero Reputation** 116–117

The way that people react to a hero, based on what they know about them from the media.

## I

**Infected** 137

The character is infected by a disease, the effects of which vary.

**Inheritors** 8

A family of vampiric Leech-Totems who fed on Spider-Totems and conquered many parts of the Spider-Verse.

**Iron Spider Armor** 129–130

Powered armor with four extra limbs, made by Iron Man (Tony Stark) for Peter Parker to give him increased abilities and protection.

## K

**King in Black** 93, 96, 98–100, 119

The ruler of the symbiotes and the controller of the hive mind that connects most of them. Originally Knull and later Eddie Brock, who was bonded with the Venom symbiote.

**Klyntar** 91–93, 119, 121

The planet of the symbiotes that was also a cage for Knull. Klyntar has also been used as a name for symbiotes.

**Knull** 91–101

The god of the abyss, who fashioned the first symbiotes from the living darkness and controlled them as the King in Black.

## L

**Larval Earth** 68–69, 124

Earth-8311, a cartoonish universe populated by anthropomorphic animals. Here a spider was bitten by Aunt May Porker and turned into Peter Porker, the spectacular Spider-Ham.

**Loner Adventures** 109–110

Adventures that feature a Narrator and a single other player.

**Loomworld** 7–10, 37

Earth-001, the original universe, in which the goddess Neith created the Web of Life and Destiny. Later conquered by the Inheritors.

## M

**Madame Web** 54–55, 185

A blind Spider-Totem hero with precognitive powers. Originally Cassandra Webb. She chose Julia Carpenter to replace her.

**Magic Item Reliance** 138–139

One or more of the character's powers relies on them having a magic item that grants those powers.

**Marvel's Spider-Man** 77–79, 98, 130, 221, 223, 247, 252

Refers to Peter Parker or Miles Morales of Earth-1048, first featured in hit video games. Usually just called Spider-Man.

**Mindswapping** 135–136

Switching minds from one body to another, often by means of possession.

**Multiversal Rules** 124–125

The rules of a universe that differ from the norm.

**Multiversal Variants** 122–124

Versions of a character that come from another universe.

## N

**Narrative Powers** 149–151

High-concept powers that don't fit within the regular power framework and are used by characters the Narrator controls, like Hallows' Eve.

**Noir Universe** 71–73, 124–125

Earth-90214, a grim and gritty, low-powered version of Earth-616, set in the late 1920s and early 1930s.

## P

**Parker Industries** 61

The high-tech business that the Superior Spider-Man built and that Spider-Man (Peter Parker) destroyed.

**Personal Responsibilities** 108–109

Issues a hero must take care of in their personal lives.

**Poisoned** 117

A condition that causes a character to make a Resilience vs. TN 18 action check at the start of each of their turns. If they fail, they lose 1 Health. A Fantastic success means the poison no longer affects them.

## R

**Random Encounters** 151–152

Tables that allow the Narrator to come up with encounters on the fly.

**Remote Assistance** 111

Also known as the "guy in the chair," a person who helps out the heroes from a (hopefully) safe distance, guiding them, coordinating with them and doing research for them.

## S

**Secret Identities** 103–105

The real identities that many super heroes keep secret to protect those they care about.

**Shathra** 7, 203

The wasp goddess who used her Spider-Wasp Venom to recruit Spider-Totems into her hive mind.

**Silk** 56–57, 208

Cindy Moon, who was bitten by the same radioactive spider that gave Peter Parker his powers as Spider-Man. Also known as the Bride or the Queen of the Spider-Totems.

**Sinister Plots** 126

Extra actions that a villain can take to help them in combat.

**SP//dr** 74, 212

Peni Parker of Earth-14512, who pilots a mech suit known as SP//dr, with the help of a genetically modified spider.

**Spider-Boy** 57–58, 214

Bailey Briggs, a young boy with Spider-Powers, who served as the sidekick of Spider-Man (Peter Parker) until the Totem Dagger cut him from the Web of Life and Destiny.

**Spider-Girl** 66–68, 216

Can refer to many different characters, but most commonly used by Mayday Parker of Earth-982. Was also used by Araña.



**Spider-Ham** 68–59, 217

Peter Porker of the Larval Universe (Earth-8311). An anthropomorphized pig who was originally a spider.

**Spider-Man** 13–32, 63–66, 216, 218–221

Can refer to many different characters, but mostly to Peter Parker of Earth-616 (the original Spider-Man) and Miles Morales, originally of Earth-1610 but now a resident of Earth-616 as well. Can also refer to Peter Parker of Earth-1610 and Peter Parker of Earth-6160.

**Spider-Man 2099** 43–52, 224

Miguel O'Hara of a potential future of Earth-616. The original version is from Earth-928, and the current version is from Earth-2099.

**Spider-Man India** 70–71, 225

Pavitr Prabhakar of Earth-50101, centered in Mumbai, India, rather than Manhattan.

**Spider-Man Noir** 71–73, 226

Peter Parker of Earth-90214, a dark and grim, low-powered world.

**Spider-Punk** 73–74, 227

Hobie Brown of Earth-138. A punk rock hero who fights to liberate the USA from fascism.

**Spider-Sense** 13, 119

A sense of impending danger. Does not work against symbiotes a character has bonded with (and their hosts) or against clones of the character.

**Spider Society** 53–54

Ancient secret society that trains a series of Hunters to wield the powers of the mystic Spider-Totem. They are opposed by the Sisterhood of the Wasp.

**Spider-Society** 9–10, 112

Multiversal organization of Spider-Heroes gathered by Madame Web (Julia Carpenter) to protect the Web of Life and Destiny.

**Spider-Stunts** 128–129

New tricks that characters with Spider-Powers can perform. They come in four different types.

**Spider-Totems** 7–11

Characters who have Spider-Powers and are connected to the Web of Life and Destiny.

**Spider-Tracers** 130–131

Tiny devices that can be attached to something and then tracked using Spider-Sense or a standalone tracking device.

**Spider-Verse** 7–12

The gigantic portion of the Multiverse that is connected by the Web of Life and Destiny.

**Spider-Wasp Venom** 9, 125

The infection Shathra uses to turn Spider-Totems into Wasp-Totems controlled by her hive mind.

**Spider-Woman** 58–60, 64–65, 230–233

Can refer to many different characters, but the first and foremost is Jessica Drew of Earth-616. Others include Mattie Franklin of Earth-616 and Jessica Drew of Earth-1610. Was also the original codename of Ghost-Spider.

**Superior Spider-Man** 60–63, 237

How Doctor Octopus (Otto Octavius) referred to himself when he took over the body of Spider-Man (Peter Parker).

**Supporting Cast** 105–108

The heroes' friends, family and partners who aren't played by other players.

**Symbiotes** 91–101

Aliens from the planet Klyntar that bond with other sentient beings to grant them powers. Many of them are part of the hive mind controlled by the King in Black.

**T****Taunt** 114

A new reaction a character can use to draw their foe's attention to them.

**Team-Ups** 110–112

Adventures meant for a Narrator and two player characters.

**Team Maneuvers** *Core Rulebook* 38–39; 111–113

Special maneuvers a team can do together.

**Time Dilation** 125

In some universes, time can run faster or slower than it does in Earth-616, making travel to those universes more difficult.

**Totem Dagger** 9–10

A magic knife that can remove a Spider-Totem from the Web of Life and Destiny.

**U****Ultimate Fantastic Initiative** 135

If a character gets an ultimate Fantastic success (6 M 6) on an initiative roll, they can turn their Marvel die to an M on any single action check during the bonus round.

**Ultimate Universe** 63–66

Originally a name for Earth-1610, where Miles Morales became the new Spider-Man after Peter Parker's death. Earth-6160 is a new Ultimate Universe in which the Maker (Reed Richards of Earth-1610) attempted to keep super heroes from coming to be—at least until his disappearance.

**V****Vehicles** 131–134

Machines used for travel, including specialized ones like Goblin Gliders or Spider-Mobiles.

**W****Web of Life and Destiny** 7–12

A three-dimensional map of the five-dimensional space known as the Spider-Verse. Created in Earth-001.

**Web-Shooters** 127

Mechanical devices used to shoot webbing, often from the wrist.

**Webbing** 126–128

The sticky material that spider-powered characters fire to tie up foes or swing-line from.

**What Ifs?** 122–124

Possible versions of a universe determined by asking "what if" something different happened.







# KAMIC RIDER MARIKA